

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 10-Q

☒ Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2012**

or

☐ Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from _____ to _____

Commission File Number **1-12613**

Rock-Tenn Company

(Exact Name of Registrant as Specified in Its Charter)

Georgia

(State or Other Jurisdiction of
Incorporation or Organization)

62-0342590

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

504 Thrasher Street, Norcross, Georgia

(Address of Principal Executive Offices)

30071

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(770) 448-2193**

N/A

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report.)

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

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer ☒

Accelerated filer ☐

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

Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:

Class

Outstanding as of July 20, 2012

Class A Common Stock, \$0.01 par value

70,768,614

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PART I: FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS (UNAUDITED)

ROCK-TENN COMPANY **CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS** (Unaudited) (In Millions, Except Per Share Data)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Net sales	\$ 2,303.2	\$ 1,382.1	\$ 6,853.8	\$ 2,936.1
Cost of goods sold	1,943.4	1,169.7	5,741.0	2,378.6
Gross profit	359.8	212.4	1,112.8	557.5
Selling, general and administrative expenses	229.6	145.3	685.1	316.8
Restructuring and other costs, net	13.7	55.5	52.1	62.4
Operating profit	116.5	11.6	375.6	178.3
Interest expense	(26.8)	(22.8)	(91.7)	(55.7)
Loss on extinguishment of debt	(0.1)	(39.5)	(19.6)	(39.5)
Interest income and other income, net	0.2	4.1	1.1	4.1
Equity in income of unconsolidated entities	0.8	0.6	2.9	1.2
Income (loss) before income taxes	90.6	(46.0)	268.3	88.4
Income tax (expense) benefit	(31.3)	17.6	(99.5)	(27.2)
Consolidated net income (loss)	59.3	(28.4)	168.8	61.2
Less: Net income attributable to noncontrolling interests	(1.1)	(1.7)	(2.0)	(4.0)
Net income (loss) attributable to Rock-Tenn Company shareholders	\$ 58.2	\$ (30.1)	\$ 166.8	\$ 57.2
Basic earnings (loss) per share attributable to Rock-Tenn Company shareholders	\$ 0.82	\$ (0.60)	\$ 2.34	\$ 1.32
Diluted earnings (loss) per share attributable to Rock-Tenn Company shareholders	\$ 0.81	\$ (0.60)	\$ 2.31	\$ 1.30
Cash dividends paid per share	\$ 0.20	\$ 0.20	\$ 0.60	\$ 0.60

See Accompanying Notes to Condensed Consolidated Financial Statements

ROCK-TENN COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Unaudited)
(In Millions)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Consolidated net income (loss)	\$ 59.3	\$ (28.4)	\$ 168.8	\$ 61.2
Other comprehensive income, net of tax:				
Foreign currency translation gain (loss)	(6.2)	7.0	8.0	18.8
Derivatives:				
Deferred loss on cash flow hedges	—	(0.1)	—	(0.3)
Less: reclassification adjustment of net loss on cash flow hedges included in earnings	—	1.0	1.4	3.2
Defined benefit pension plans:				
Amortization of net actuarial loss, included in pension cost	3.3	3.3	9.9	9.1
Amortization of prior service cost, included in pension cost	0.1	0.1	0.3	0.3
Other comprehensive income (loss)	(2.8)	11.3	19.6	31.1
Comprehensive income (loss)	56.5	(17.1)	188.4	92.3
Less: Comprehensive income attributable to noncontrolling interests	(1.1)	(2.0)	(2.5)	(5.0)
Comprehensive income (loss) attributable to Rock-Tenn Company shareholders	<u>\$ 55.4</u>	<u>\$ (19.1)</u>	<u>\$ 185.9</u>	<u>\$ 87.3</u>

See Accompanying Notes to Condensed Consolidated Financial Statements

ROCK-TENN COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In Millions, Except Share Data)

	June 30, 2012	September 30, 2011
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 19.5	\$ 41.7
Restricted cash	40.6	41.1
Accounts receivable (net of allowances of \$23.4 and \$30.1)	1,065.9	1,109.6
Inventories	855.5	849.8
Other current assets	104.3	186.7
Total current assets	2,085.8	2,228.9
Property, plant and equipment at cost:		
Land and buildings	1,196.9	1,135.1
Machinery and equipment	5,988.0	5,691.1
Transportation equipment	13.4	12.8
Leasehold improvements	18.4	6.9
	7,216.7	6,845.9
Less accumulated depreciation and amortization	(1,632.7)	(1,318.7)
Net property, plant and equipment	5,584.0	5,527.2
Goodwill	1,859.1	1,839.4
Intangibles, net	817.9	799.4
Other assets	244.3	171.1
	\$ 10,591.1	\$ 10,566.0
LIABILITIES AND EQUITY		
Current Liabilities:		
Current portion of debt	\$ 257.7	\$ 143.3
Accounts payable	758.5	780.7
Accrued compensation and benefits	208.4	220.0
Other current liabilities	219.3	174.3
Total current liabilities	1,443.9	1,318.3
Long-term debt due after one year	3,102.6	3,302.5
Pension liabilities, net of current portion	1,249.8	1,431.0
Postretirement benefit liabilities, net of current portion	158.1	155.2
Deferred income taxes	907.7	827.1
Other long-term liabilities	173.7	153.3
Commitments and contingencies (Note 14)		
Redeemable noncontrolling interests	8.5	6.3
Equity:		
Preferred stock, \$0.01 par value; 50,000,000 shares authorized; no shares outstanding	—	—
Class A common stock, \$0.01 par value; 175,000,000 shares authorized; 70,757,615 and 70,467,904 shares outstanding at June 30, 2012 and September 30, 2011, respectively	0.7	0.7
Capital in excess of par value	2,799.0	2,762.7
Retained earnings	1,026.6	907.4
Accumulated other comprehensive loss	(280.1)	(299.2)
Total Rock-Tenn Company shareholders' equity	3,546.2	3,371.6
Noncontrolling interests	0.6	0.7
Total equity	3,546.8	3,372.3
	\$ 10,591.1	\$ 10,566.0

ROCK-TENN COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In Millions)

	Nine Months Ended June 30,	
	2012	2011
Operating activities:		
Consolidated net income	\$ 168.8	\$ 61.2
Adjustments to reconcile consolidated net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	396.7	147.4
Deferred income tax expense	90.7	8.8
Share-based compensation expense	21.1	16.6
Loss on extinguishment of debt	19.6	39.5
Gain on disposal of plant, equipment and other, net	(12.9)	(0.1)
Equity in income of unconsolidated entities	(2.9)	(1.2)
Settlement of interest rate swaps and foreign currency hedge	(2.8)	1.7
Pension and other postretirement funding (more) less than expense	(162.3)	5.4
Impairment adjustments and other non-cash items	19.1	4.2
Change in operating assets and liabilities, net of acquisitions:		
Accounts receivable	63.8	(5.8)
Inventories	8.5	30.6
Other assets	(44.4)	35.7
Accounts payable	(35.7)	18.8
Income taxes	10.6	(53.1)
Accrued liabilities and other	3.5	30.0
Net cash provided by operating activities	541.4	339.7
Investing activities:		
Capital expenditures	(348.3)	(107.5)
Cash paid for purchase of business, net of cash acquired	(120.5)	(1,301.5)
Investment in unconsolidated entities	(1.7)	(1.3)
Return of capital from unconsolidated entities	1.6	0.6
Proceeds from sale of property, plant and equipment	37.1	7.6
Proceeds from property, plant and equipment insurance settlement	10.2	0.3
Net cash used for investing activities	(421.6)	(1,401.8)
Financing activities:		
Proceeds from issuance of notes	748.9	—
Additions to revolving credit facilities	310.6	363.5
Repayments of revolving credit facilities	(144.3)	(279.5)
Additions to debt	313.8	2,877.0
Repayments of debt	(1,319.3)	(1,786.1)
Debt issuance costs	(6.5)	(43.1)
Debt extinguishment costs	(13.9)	(37.9)
Issuances of common stock, net of related minimum tax withholdings	0.4	24.2
Excess tax benefits from share-based compensation	10.8	7.3
(Repayments to) advances from unconsolidated entity	(0.3)	0.6
Cash dividends paid to shareholders	(42.4)	(23.6)
Cash distributions paid to noncontrolling interests	(0.4)	(4.2)
Net cash (used for) provided by financing activities	(142.6)	1,098.2
Effect of exchange rate changes on cash and cash equivalents	0.6	(0.4)
(Decrease) increase in cash and cash equivalents	(22.2)	35.7
Cash and cash equivalents at beginning of period	41.7	15.9
Cash and cash equivalents at end of period		

	\$	19.5	\$	51.6
Supplemental disclosure of cash flow information:				
Cash paid (received) during the period for:				
Income taxes, net of refunds	\$	(13.0)	\$	19.6
Interest, net of amounts capitalized		75.6		42.8

See Accompanying Notes to Condensed Consolidated Financial Statements

ROCK-TENN COMPANY
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
For the Three and Nine Month Period Ended June 30, 2012
(Unaudited)

Unless the context otherwise requires, “ we ”, “ us ”, “ our ”, “ RockTenn ” and “ the Company ” refer to the business of Rock-Tenn Company, its wholly-owned subsidiaries and its partially-owned consolidated subsidiaries.

We are one of North America's leading integrated manufacturers of corrugated and consumer packaging and recycling solutions and are primarily a manufacturer of containerboard, recycled paperboard, bleached paperboard, packaging products and merchandising displays. We operate locations in the United States, Canada, Mexico, Chile, Argentina, Puerto Rico and China.

Note 1. Interim Financial Statements

Our independent public accounting firm has not audited our accompanying interim financial statements. We derived the Condensed Consolidated Balance Sheet at September 30, 2011 from the audited Consolidated Financial Statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2011 (the “ **Fiscal 2011 Form 10-K** ”). In the opinion of our management, the Condensed Consolidated Financial Statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of our results of operations for the three and nine months ended June 30, 2012 and June 30, 2011 , our comprehensive income (loss) for the three and nine months ended June 30, 2012 and June 30, 2011 , our financial position at June 30, 2012 and September 30, 2011 , and our cash flows for the nine months ended June 30, 2012 and June 30, 2011 .

We have condensed or omitted certain notes and other information from the interim financial statements presented in this Quarterly Report on Form 10-Q. Therefore, these interim statements should be read in conjunction with our Fiscal 2011 Form 10-K. The results for the three and nine months ended June 30, 2012 are not necessarily indicative of results that may be expected for the full year.

Note 2. New Accounting Standards

Recently Adopted Standards

In May 2011, the FASB issued Accounting Standards Update 2011-04 “ *Amendments to Achieve Common Fair Value Measurements and Disclosures in U.S. GAAP and IFRS* ” which amended certain provisions of ASC 820 “ *Fair Value Measurement* ”. These provisions change key principles or requirements for measuring fair value and clarify the FASB's intent regarding application of existing requirements and impact required disclosures. These provisions are effective for interim and annual periods beginning after December 15, 2011 (January 1, 2012 for us). The adoption of these provisions did not have a material effect on our consolidated financial statements.

In June 2011, the FASB issued Accounting Standards Update 2011-05 “ *Comprehensive Income Presentation of Financial Statements* ” and subsequently Accounting Standards Update 2011-12 in December 2011 “ *Deferral of the Effective date for Amendments to the Presentation of Reclassification Items out of Accumulated Other Comprehensive Income* , ” which amended certain provisions of ASC 220 “ *Comprehensive Income* ”. These provisions change the presentation requirements for other comprehensive income and total comprehensive income and require one continuous statement or two separate but consecutive statements. Presentation of other comprehensive income in the statement of stockholders' equity is no longer permitted. These provisions are effective for fiscal and interim periods beginning after December 15, 2011 (January 1, 2012 for us). The adoption of these provisions did not have a material effect on our consolidated financial statements.

Recently Issued Standards

In September 2011, the FASB issued Accounting Standards Update 2011-09 “ *Disclosures about an Employer's Participation in a Multiemployer Plan* ”, which amends certain provisions of ASC 715 “ *Retirement Plans* ”. These provisions require enhanced disclosures in our annual financial statements including a general description of the multiemployer plan, the nature of our participation in the plan and whether our contributions into the plan exceed 5% of total contributions. These provisions are effective for fiscal years ending after December 15, 2011 (September 30, 2012 for us). We do not expect the adoption of these provisions to have a material impact on our consolidated financial statements, although the notes to our consolidated financial statements may include additional information concerning our participation in these plans.

In December 2011, the FASB issued Accounting Standards Update 2011-11 “ *Disclosures about Offsetting Assets and Liabilities* ”, which amends certain provisions in ASC 210 “ *Balance Sheet* ”. These provisions require additional disclosures for

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

financial instruments that are presented net for financial statement presentation, including the gross amount of the asset and liability as well as the impact of any net amount presented in the consolidated financial statements. These provisions are effective for fiscal and interim periods beginning on or after January 1, 2013. We do not expect the adoption of these provisions to have a material impact on our consolidated financial statements.

Note 3. Equity and Other Comprehensive Income (Loss)

Equity

The following is a summary of the changes in total equity for the nine months ended June 30, 2012 (in millions):

	Rock-Tenn Company Shareholders' Equity	Noncontrolling ⁽¹⁾ Interests	Total Equity
Balance at September 30, 2011	\$ 3,371.6	\$ 0.7	\$ 3,372.3
Net income	166.8	(0.1)	166.7
Other comprehensive income, net of tax	19.1	—	19.1
Income tax benefit from share-based plans	9.6	—	9.6
Compensation expense under share-based plans	21.1	—	21.1
Cash dividends (per share - \$0.60)	(42.4)	—	(42.4)
Issuance of Class A common stock, net of stock received for minimum tax withholdings	0.4	—	0.4
Balance at June 30, 2012	<u>\$ 3,546.2</u>	<u>\$ 0.6</u>	<u>\$ 3,546.8</u>

⁽¹⁾ Excludes amounts related to contingently redeemable noncontrolling interests which are separately classified outside of permanent equity in the mezzanine section of the Condensed Consolidated Balance Sheets.

Other Comprehensive Income (Loss)

The net of tax components of other comprehensive income were determined using effective tax rates of approximately 39% for the three and nine months ended June 30, 2012 and June 30, 2011. Foreign currency translation gains deferred into other comprehensive income for the three and nine months ended June 30, 2012 and June 30, 2011 were primarily due to the change in the Canadian/U.S. dollar exchange rates. There were no foreign currency reclassification adjustments for the three and nine months ended June 30, 2012 and June 30, 2011. Other comprehensive income includes reclassification adjustments related to our defined benefit pension plans for the amortization of actuarial losses and prior service costs. There were no actuarial gains, losses or prior service costs arising during the period deferred into other comprehensive income for our defined benefit pension plans for the three and nine months ended June 30, 2012 and June 30, 2011.

Note 4. Earnings (Loss) per Share

Certain of our restricted stock awards are considered participating securities as they receive non-forfeitable rights to dividends at the same rate as common stock. As participating securities, we include these instruments in the earnings allocation in computing earnings per share ("EPS") under the two-class method described in ASC 260 "Earnings per Share." The following table sets forth the computation of basic and diluted earnings per share under the two-class method (in millions, except per share data):

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Basic earnings (loss) per share:				
Numerator:				
Net income (loss) attributable to Rock-Tenn Company shareholders	\$ 58.2	\$ (30.1)	\$ 166.8	\$ 57.2
Less: Distributed and undistributed income available to participating securities	—	(0.1)	(0.6)	(0.8)
Distributed and undistributed income (loss) attributable to Rock-Tenn Company shareholders	<u>\$ 58.2</u>	<u>\$ (30.2)</u>	<u>\$ 166.2</u>	<u>\$ 56.4</u>
Denominator:				
Basic weighted average shares outstanding	<u>71.4</u>	<u>50.7</u>	<u>71.1</u>	<u>42.7</u>
Basic earnings (loss) per share attributable to Rock-Tenn Company shareholders	<u>\$ 0.82</u>	<u>\$ (0.60)</u>	<u>\$ 2.34</u>	<u>\$ 1.32</u>
Diluted earnings (loss) per share:				
Numerator:				
Net income (loss) attributable to Rock-Tenn Company shareholders	\$ 58.2	\$ (30.1)	\$ 166.8	\$ 57.2
Less: Distributed and undistributed income available to participating securities	—	(0.1)	(0.6)	(0.7)
Distributed and undistributed income (loss) attributable to Rock-Tenn Company shareholders	<u>\$ 58.2</u>	<u>\$ (30.2)</u>	<u>\$ 166.2</u>	<u>\$ 56.5</u>
Denominator:				
Basic weighted average shares outstanding	71.4	50.7	71.1	42.7
Effect of dilutive stock options and non-participating securities	0.9	—	0.8	0.6
Diluted weighted average shares outstanding	<u>72.3</u>	<u>50.7</u>	<u>71.9</u>	<u>43.3</u>
Diluted earnings (loss) per share attributable to Rock-Tenn Company shareholders	<u>\$ 0.81</u>	<u>\$ (0.60)</u>	<u>\$ 2.31</u>	<u>\$ 1.30</u>

Weighted average shares includes approximately 0.7 million of reserved, but unissued shares at June 30, 2012 . These reserved shares will be distributed as claims are liquidated or resolved in accordance with the Smurfit-Stone Plan of Reorganization and Confirmation Order.

Options to purchase 0.4 million and 0.3 million common shares in the three and nine months ended June 30, 2012 were not included in computing diluted earnings per share because the effect would have been antidilutive. Due to the net loss in the three months ended June 30, 2011, stock options and non-participating securities of 0.8 million common shares were not included in computing diluted earnings per share because the effect would have been antidilutive. Options to purchase 0.1 million common shares in the nine months ended June 30, 2011 were not included in computing diluted earnings per share because the effect would have been antidilutive.

Note 5. Acquisitions

Smurfit-Stone Acquisition

On May 27, 2011, we completed our acquisition of Smurfit-Stone Container Corporation (the "Smurfit-Stone Acquisition" or "Smurfit-Stone"). We have included in our financial statements the results of Smurfit-Stone's containerboard mill and corrugated converting operations in our Corrugated Packaging segment, Smurfit-Stone's recycling operations in our Recycling and Waste Solutions segment and Smurfit-Stone's display operations in our Consumer Packaging segment. We acquired Smurfit-Stone in order to expand our corrugated packaging business as we believe the containerboard and corrugated packaging industry is a very attractive business and U.S. virgin containerboard is a strategic global asset. The purchase price for the acquisition was \$4,919.1 million , net of cash acquired of \$473.5 million . The purchase price included cash consideration, net of cash acquired of \$1,303.4 million , the issuance of approximately 31.0 million shares of RockTenn common stock valued at \$2,378.8 million , including approximately 0.7 million shares reserved but unissued at June 30, 2012 for the resolution of Smurfit-Stone bankruptcy claims, we assumed \$1,180.5 million of debt and recorded \$56.4 million for stock options to replace outstanding Smurfit-Stone stock

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

options. The reserved shares will be distributed as claims are liquidated or resolved in accordance with the Smurfit-Stone Plan of Reorganization and Confirmation Order. The shares issued were valued at \$76.735 per share which represented the average of the high and low stock price on the acquisition date.

We entered into a new Credit Facility and amended our receivables-backed financing facility at the time of the Smurfit-Stone Acquisition. In fiscal 2011, we recorded a loss on extinguishment of debt of approximately \$39.5 million primarily for fees paid to certain creditors and third parties and to write-off certain unamortized deferred financing costs related to the Terminated Credit Facility and capitalized approximately \$43.3 million of debt issuance costs in other assets related to the new and amended credit agreements. For additional information on our Credit Facility see “**Note 9. Debt**”.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed by major class of assets and liabilities as of the acquisition date, as well as adjustments made during fiscal 2012 (referred to as "measurement period adjustments") (in millions):

	Amounts Recognized as of Acquisition Date ⁽¹⁾	Measurement Period Adjustments ⁽²⁾	Amounts Recognized as of Acquisition Date (as Adjusted) ⁽³⁾
Current assets, net of cash received	\$ 1,459.5	\$ (6.8)	\$ 1,452.7
Property, plant and equipment	4,391.4	(12.1)	4,379.3
Goodwill	1,091.6	(16.2)	1,075.4
Intangible assets	691.4	21.7	713.1
Other long-term assets	95.5	28.5	124.0
Total assets acquired	<u>7,729.4</u>	<u>15.1</u>	<u>7,744.5</u>
Current portion of debt	9.4	—	9.4
Current liabilities	816.7	6.6	823.3
Long-term debt due after one year	1,171.1	—	1,171.1
Accrued pension and other long-term benefits	1,205.8	(4.1)	1,201.7
Noncontrolling interest and other long-term liabilities	787.8	12.6	800.4
Total liabilities and noncontrolling interest assumed	<u>3,990.8</u>	<u>15.1</u>	<u>4,005.9</u>
Net assets acquired	<u>\$ 3,738.6</u>	<u>\$ —</u>	<u>\$ 3,738.6</u>

⁽¹⁾ As previously reported in the Notes to Consolidated Financial Statements included in our Fiscal 2011 Form 10-K.

⁽²⁾ The measurement period adjustments recorded in the second and third quarters of fiscal 2012 did not have a significant impact on our condensed consolidated statements of income for any period of fiscal 2012 or 2011. In addition, these adjustments did not have a significant impact on our condensed consolidated balance sheet as of September 30, 2011. Therefore, we have not retrospectively adjusted the comparative 2011 financial information presented herein.

⁽³⁾ The measurement period adjustments were due primarily to refinements of third party appraisals related to certain property, plant and equipment and intangible assets and related estimated useful lives as well as adjustments to certain tax accounts based on among other things, adjustments to deferred tax liabilities including the recent appraisal adjustments, analysis of the tax basis of acquired assets and liabilities and other tax adjustments. The net impact of the measurement period adjustments resulted in a net decrease to goodwill.

We recorded fair values for acquired assets and liabilities including goodwill and intangibles. The fair value assigned to goodwill is primarily attributable to buyer-specific synergies expected to arise after the acquisition (e.g., enhanced geographic reach of the combined organization, increased vertical integration opportunities and diversification of fiber sourcing) and the assembled work force of Smurfit-Stone.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

The following table summarizes the weighted average life (in years) and gross carrying amount relating to intangible assets recognized in the Smurfit-Stone Acquisition, excluding goodwill (in millions):

	Weighted Avg. Life	Gross Carrying Amount
Customer relationships	10.5	\$ 663.0
Favorable contracts	6.9	23.5
Technology and patents	8.0	13.3
Trademarks and tradenames	3.5	10.3
Non-compete agreements	2.0	3.0
Total	10.2	\$ 713.1

None of the intangibles have significant residual value. The intangibles are being amortized over estimated useful lives ranging from 1 to 18 years based on the approximate pattern in which the economic benefits are consumed or straight-line if the pattern was not reliably determinable.

The following unaudited pro forma information reflects our consolidated results of operations as if the acquisition had taken place on October 1, 2009. The unaudited pro forma information in the table below is not necessarily indicative of the results of operations that we would have reported had the transaction actually occurred at the beginning of this period nor is it necessarily indicative of future results. The unaudited pro forma financial information does not reflect the impact of future events that may occur after the acquisition, including, but not limited to, anticipated costs savings from synergies or other operational improvements.

	Three Months Ended June 30, 2011	Nine Months Ended June 30, 2011
	(Unaudited, in millions)	
Net sales	\$ 2,384.2	\$ 7,111.0
Net income attributable to Rock-Tenn Company shareholders	\$ 67.9	\$ 252.9

Revenues associated with the Smurfit-Stone Acquisition since the date acquired for the three months ended June 30, 2011 were \$606.3 million. Disclosure of earnings associated with the Smurfit-Stone Acquisition since the date acquired for the three months ended June 30, 2011 is not practicable as it is not being operated as a standalone business.

The unaudited pro forma financial information presented in the table above has been adjusted to give effect to adjustments that are (1) directly related to the business combination; (2) factually supportable; and (3) expected to have a continuing impact. These adjustments include, but are not limited to, the application of our accounting policies; elimination of related party transactions; depreciation and amortization related to fair value adjustments to property, plant and equipment and intangible assets including contracts assumed; and interest expense on acquisition-related debt.

Unaudited pro forma earnings for the three months ended June 30, 2011 were adjusted to exclude \$55.4 million of acquisition inventory step-up expense, \$97.8 million of employee compensation related items consisting primarily of certain change in control payments and acceleration of stock-based compensation, \$42.8 million of acquisition costs which primarily consist of advisory, legal, accounting, valuation and other professional or consulting fees, and \$81.5 million of loss on extinguishment of debt. Unaudited pro forma earnings for the nine months ended June 30, 2011 were adjusted to exclude \$55.4 million of acquisition inventory step-up expense, \$97.8 million of employee compensation related items consisting primarily of certain change in control payments and acceleration of stock-based compensation, \$49.2 million of acquisition costs which primarily consist of advisory, legal, accounting, valuation and other professional or consulting fees, and \$81.5 million of loss on extinguishment of debt. Included in earnings for the three month and nine months ended June 30, 2011 are \$19.9 million and \$22.2 million, respectively, of integration costs which primarily consist of severance and other employee costs and professional services.

GMI Acquisition

On October 28, 2011, we acquired the stock of four entities doing business as GMI Group ("GMI" or "CorPak"). We have made joint elections under section 338(h)(10) of the Internal Revenue Code of 1986, as amended (the "Code") that increased our tax basis in the underlying assets acquired. The purchase price was approximately \$90.1 million, including the amount to be paid

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

to the sellers related to the Code section 338(h)(10) elections. There was no debt assumed. We acquired the GMI business to expand our presence in the corrugated markets. The acquisition also increases our vertical integration. We have included the results of GMI's operations since the date of acquisition in our consolidated financial statements in our Corrugated Packaging segment. The acquisition included \$39.5 million of customer relationship intangible assets, \$25.8 million of goodwill and \$2.1 million of net unfavorable lease contracts. We are amortizing the customer relationship intangibles over 11 to 12 years based on a straight-line basis because the pattern was not reliably determinable and amortizing the lease contracts over 2 to 10 years. None of the intangibles have a significant residual value. The estimated fair value assigned to goodwill is primarily attributable to buyer-specific synergies expected to arise after the acquisition (e.g., enhanced geographic reach of the combined organization, increased vertical integration) and the assembled work force of GMI. We expect the goodwill to be amortizable for income tax purposes as a result of the Code section 338(h)(10) elections.

Mid South Packaging Acquisition

On June 22, 2012, we acquired the assets of Mid South Packaging LLC (" **Mid South** "), a specialty corrugated packaging manufacturer with operations in Cullman, AL, and Olive Branch, MS. The purchase price was approximately \$32.1 million, net of a preliminary working capital settlement. No debt was assumed. We acquired the Mid South business as part of our announced strategy to seek acquisitions that increase our integration levels in the corrugated markets. We have included the results of Mid South's operations since the date of acquisition in our consolidated financial statements in our Corrugated Packaging segment. The acquisition included \$9.9 million of customer relationship intangible assets and \$8.5 million of goodwill. We are amortizing the customer relationship intangibles over 12.5 years based on a straight-line basis because the pattern was not reliably determinable. None of the intangibles have a significant residual value. We are in the process of analyzing the estimated values of all assets acquired and liabilities assumed, among other things, completing our valuations of certain tangible and intangible assets, and determining the working capital settlement, thus, the allocation of purchase price is preliminary and subject to revision. The estimated fair value assigned to goodwill is primarily attributable to buyer-specific synergies expected to arise after the acquisition (e.g., enhanced geographic reach of the combined organization, increased vertical integration) and the assembled work force of Mid South.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

Note 6. Restructuring and Other Costs, Net

Summary of Restructuring and Other Initiatives

We recorded pre-tax restructuring and other costs, net, of \$13.7 million and \$55.5 million for the three months ended June 30, 2012 and June 30, 2011, respectively and recorded pre-tax restructuring and other costs, net, of \$52.1 million and \$62.4 million for the nine months ended June 30, 2012 and June 30, 2011, respectively. Amounts recorded in each period are not comparable since the timing and scope of the individual actions associated with a restructuring, an acquisition or integration can vary. We discuss these charges in more detail below.

The following table presents a summary of restructuring and other charges, net, related to active restructuring and other initiatives that we incurred during the three and nine months ended June 30, 2012 and June 30, 2011, the cumulative recorded amount since we started the initiative, and the total we expect to incur (in millions):

Summary of Restructuring and Other Costs, Net

Segment	Period	Net Property, Plant and Equipment ⁽¹⁾	Severance and Other Employee Related Costs	Equipment and Inventory Relocation Costs	Facility Carrying Costs	Other Costs	Total
Corrugated Packaging ^(a)	Current Qtr.	\$ 3.8	\$ 2.1	\$ 1.2	\$ 2.1	\$ (0.6)	\$ 8.6
	YTD Fiscal 2012	9.7	10.5	2.9	4.5	4.3	31.9
	Prior Year Qtr.	2.3	5.5	0.1	0.3	—	8.2
	YTD Fiscal 2011	1.9	5.6	0.1	0.3	0.6	8.5
	Cumulative	26.8	18.7	4.1	5.5	5.1	60.2
	Expected Total	26.8	18.7	6.1	8.9	5.1	65.6
Consumer Packaging ^(b)	Current Qtr.	(2.6)	0.1	—	—	—	(2.5)
	YTD Fiscal 2012	(3.3)	0.1	0.5	—	(0.1)	(2.8)
	Prior Year Qtr.	3.5	1.6	0.2	0.2	0.1	5.6
	YTD Fiscal 2011	3.3	1.7	0.3	0.5	0.1	5.9
	Cumulative	1.4	3.4	1.6	0.9	0.9	8.2
	Expected Total	1.4	3.4	1.6	1.2	0.9	8.5
Recycling and Waste Solutions ^(c)	Current Qtr.	0.1	—	—	—	—	0.1
	YTD Fiscal 2012	0.1	—	—	—	—	0.1
	Prior Year Qtr.	—	—	—	—	—	—
	YTD Fiscal 2011	—	—	—	0.1	—	0.1
	Cumulative	0.1	—	—	0.4	0.1	0.6
	Expected Total	0.1	—	—	0.4	0.1	0.6
Other ^(d)	Current Qtr.	—	—	—	—	7.5	7.5
	YTD Fiscal 2012	—	—	—	—	22.9	22.9
	Prior Year Qtr.	—	—	—	—	41.7	41.7
	YTD Fiscal 2011	—	—	—	—	47.9	47.9
	Cumulative	—	—	—	—	83.7	83.7
	Expected Total	—	—	—	—	83.7	83.7
Total	Current Qtr.	\$ 1.3	\$ 2.2	\$ 1.2	\$ 2.1	\$ 6.9	\$ 13.7
	YTD Fiscal 2012	\$ 6.5	\$ 10.6	\$ 3.4	\$ 4.5	\$ 27.1	\$ 52.1
	Prior Year Qtr.	\$ 5.8	\$ 7.1	\$ 0.3	\$ 0.5	\$ 41.8	\$ 55.5
	YTD Fiscal 2011	\$ 5.2	\$ 7.3	\$ 0.4	\$ 0.9	\$ 48.6	\$ 62.4
	Cumulative	\$ 28.3	\$ 22.1	\$ 5.7	\$ 6.8	\$ 89.8	\$ 152.7
	Expected Total	\$ 28.3	\$ 22.1	\$ 7.7	\$ 10.5	\$ 89.8	\$ 158.4

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

- (1) We have defined “ **Net property, plant and equipment** ” as used in this Note 6 as property, plant and equipment, impairment losses, subsequent adjustments to fair value for assets classified as held for sale, and subsequent (gains) or losses on sales of property, plant and equipment and related parts and supplies and accelerated depreciation on such assets.

When we close a facility, if necessary, we recognize an impairment charge primarily to reduce the carrying value of equipment or other property to their estimated fair value less cost to sell, and record charges for severance and other employee related costs. Any subsequent change in fair value, less cost to sell, prior to disposition is recognized as identified; however, no gain is recognized in excess of the cumulative loss previously recorded. At the time of each announced closure, we also generally expect to record future charges for equipment relocation, facility carrying costs, costs to terminate a lease or contract before the end of its term and other employee related costs. Expected future charges are reflected in the table above in the “Expected Total” lines until incurred. Although specific circumstances vary, our strategy has generally been to consolidate our sales and operations into large well-equipped plants that operate at high utilization rates and take advantage of available capacity created by operational excellence initiatives. Therefore, we transfer a substantial portion of each plant's assets and production to our other plants. We believe these actions have allowed us to more effectively manage our business.

- (a) The Corrugated Packaging segment current year charges primarily reflect the closure of our Matane, Quebec containerboard mill, a machine taken out of operation at our Hodge, LA containerboard mill and five corrugated container plants, all acquired in the Smurfit-Stone Acquisition (each initially recorded and four closed in fiscal 2012) and charges associated primarily with on-going closure costs at certain of six other corrugated container plants acquired in the Smurfit-Stone Acquisition (each initially recorded in fiscal 2011, five of the six were closed in fiscal 2011 and one closed in fiscal 2012) and our Hauppauge, NY sheet plant (initially recorded in fiscal 2010 and closed in fiscal 2011), net of a gain on sale of our Santa Fe Spring, CA corrugated converting facility. The expenses in the “Other Costs” column primarily represent repayment of energy credits and site environmental closure activities at the Matane mill. The cumulative charges are primarily for the facilities mentioned above and fiscal 2011 charges related to kraft paper assets at our Hodge containerboard mill we acquired in the Smurfit-Stone Acquisition. We have transferred a substantial portion of each closed facility's production to our other facilities.
- (b) The Consumer Packaging segment current year activity primarily reflects the gain on sale of our Columbus, IN laminated paperboard converting operation and Milwaukee, WI folding carton facility (initially recorded and closed in fiscal 2011) and on-going closure costs associated with previously closed facilities. The cumulative charges primarily reflect the actions mentioned above as well as closure costs at certain of four interior packaging plants (three initially recorded and closed in fiscal 2011 and one initially recorded and closed in fiscal 2010), our Columbus laminated paperboard converting operation and our Macon, GA drum manufacturing operation (each initially recorded and closed in fiscal 2010) and our Drums, PA interior packaging plant (initially recorded and closed in fiscal 2010).
- (c) The Recycling and Waste Solutions segment current year charges reflect one collection facility sold in the current year and the cumulative charges reflect carrying costs for two collections facilities shutdown in a prior year.
- (d) The expenses in the “Other Costs” column primarily reflect costs incurred primarily as a result of our Smurfit-Stone Acquisition, including merger integration expenses. The pre-tax charges are summarized below (in millions):

	Acquisition Expenses	Integration Expenses	Other Expenses / (Income)	Total
Current Qtr.	\$ 1.6	\$ 5.9	\$ —	\$ 7.5
YTD Fiscal 2012	\$ 2.7	\$ 20.8	\$ (0.6)	\$ 22.9
Prior Year Qtr.	\$ 12.2	\$ 29.5	\$ —	\$ 41.7
YTD Fiscal 2011	\$ 16.2	\$ 31.7	\$ —	\$ 47.9

Acquisition expenses include expenses associated with other acquisitions, whether consummated or not, as well as litigation expenses associated with the Smurfit-Stone Acquisition. Acquisition expenses primarily consist of advisory, legal, accounting, valuation and other professional or consulting fees. Integration expenses reflect primarily severance and other employee costs, professional services including work being performed to facilitate the Smurfit-Stone integration including information systems integration costs, lease expense and other costs. Due to the complexity and duration of the integration activities the precise amount expected to be incurred has not been quantified above. We expect integration activities to continue into fiscal 2013.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

The following table represents a summary of and the changes in the restructuring accrual, which is primarily composed of lease commitments, accrued severance and other employee costs, followed by a reconciliation of the restructuring accrual to the line item “**Restructuring and other costs, net**” on our Condensed Consolidated Statements of Operations for the nine months ended June 30, 2012 and June 30, 2011 (in millions):

	2012	2011
Accrual at beginning of fiscal year	\$ 26.7	\$ 1.4
Accruals acquired in Smurfit-Stone Acquisition	—	11.9
Additional accruals	20.3	27.8
Payments	(24.2)	(2.6)
Adjustment to accruals	(1.2)	—
Accrual at June 30,	<u>\$ 21.6</u>	<u>\$ 38.5</u>

Reconciliation of accruals and charges to restructuring and other costs, net:

	2012	2011
Additional accruals and adjustments to accruals (see table above)	\$ 19.1	\$ 27.8
Acquisition expenses	2.7	16.2
Integration expenses	16.4	11.5
Net property, plant and equipment	6.5	5.2
Severance and other employee costs	0.4	0.3
Equipment relocation	3.4	0.4
Facility carrying costs	4.5	0.9
Other	(0.9)	0.1
Total restructuring and other costs, net	<u>\$ 52.1</u>	<u>\$ 62.4</u>

Note 7. Income Taxes

The effective tax rates for the three and nine months ended June 30, 2012 were approximately 34.5% and 37.1% , respectively. The effective tax rates for the three and nine months ended June 30, 2011 were approximately 38.3% and 30.8% , respectively. The effective rate for the three months ended June 30, 2012 was lower than the statutory rate primarily due to the expiration of statutes of limitations which allowed the release of certain reserves for uncertain tax positions and the impact of finalizing certain estimates included in our 2011 tax returns during the current quarter. The increase in the effective tax rate for the nine months ended June 30, 2012 compared to the prior year nine month period was primarily due to the impact of higher state income taxes and reduced benefit of federal tax credits, both relative to the amount of pre-tax income, and no releases of valuation allowances during the nine months ended June 30, 2012. A comparison of the effective tax rate for the three months ended June 30, 2012 and June 30, 2011 is not meaningful given the level of pre-tax income earned for the three months ended June 30, 2012 as compared to the pre-tax loss sustained during the three months ended June 30, 2011 which was due to additional expenses incurred related to the acquisition of Smurfit-Stone and related debt refinancing. The effective tax rate for the nine months ended June 30, 2011 was lower than the statutory rate primarily due to the impact of finalizing certain estimates included in our 2010 tax returns in the third quarter, the second quarter of fiscal 2011 release of a valuation allowance related to state credits and the reinstatement of the federal research and development credit in the first quarter of fiscal 2011.

As of June 30, 2012 , the gross amount of unrecognized tax benefits was approximately \$289.5 million , exclusive of interest and penalties. Of this balance, if we were to prevail on all unrecognized tax benefits recorded, approximately \$269.1 million would benefit the effective tax rate. We regularly evaluate, assess and sometimes adjust our unrecognized tax benefits in light of changing facts and circumstances.

We recognize estimated interest and penalties related to unrecognized tax benefits in income tax expense. As of June 30, 2012 , we had a recorded liability of \$2.7 million for the estimated payment of interest and penalties.

We file federal, state and local income tax returns in the U.S. and in various foreign jurisdictions. With few exceptions, we are no longer subject to U.S. federal, state and local, or non-U.S. income tax examinations by tax authorities for years prior to fiscal 2008.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

Note 8. Inventories

We value substantially all of our U.S. inventories at the lower of cost or market, with cost determined on the last-in first-out (“**LIFO**”) inventory valuation method, which we believe generally results in a better matching of current costs and revenues than under the first-in first-out (“**FIFO**”) inventory valuation method. In periods of increasing costs, the LIFO method generally results in higher cost of goods sold than under the FIFO method. In periods of decreasing costs, the results are generally the opposite. Since LIFO is designed for annual determinations, it is possible to make an actual valuation of inventory under the LIFO method only at the end of each fiscal year based on the inventory levels and costs at that time. Accordingly, we base interim LIFO estimates on management’s projection of expected year-end inventory levels and costs. We value all other inventories at the lower of cost or market, with cost determined using methods which approximate cost computed on a FIFO basis. These other inventories represent primarily foreign inventories and spare parts inventories. Inventories were as follows (in millions):

	June 30, 2012	September 30, 2011
Finished goods and work in process	\$ 324.6	\$ 331.1
Raw materials	379.9	404.0
Spare parts and supplies	186.5	173.1
Inventories at FIFO cost	891.0	908.2
LIFO reserve	(35.5)	(58.4)
Net inventories	<u>\$ 855.5</u>	<u>\$ 849.8</u>

Note 9. Debt

For more information regarding certain of our debt characteristics, see “**Note 9. Debt**” of the Notes to Consolidated Financial Statements section of the Fiscal 2011 Form 10-K.

The following were individual components of debt (in millions):

	June 30, 2012	September 30, 2011
5.625% notes due March 2013 ^(a)	\$ 80.7	\$ 80.9
9.25% notes due March 2016 ^(a)	—	299.2
4.45% notes due March 2019 ^(a)	349.7	—
4.90% notes due March 2022 ^(a)	399.3	—
Term loan facilities ^(b)	1,622.6	2,223.1
Revolving credit and swing facilities ^(b)	411.9	238.0
Receivables-backed financing facility ^(c)	482.0	559.0
Industrial development revenue bonds, bearing interest at variable rates (2.54% at September 30, 2011) ^(d)	—	17.4
Other debt	14.1	28.2
Total debt	3,360.3	3,445.8
Less current portion of debt	257.7	143.3
Long-term debt due after one year	<u>\$ 3,102.6</u>	<u>\$ 3,302.5</u>

A portion of the debt classified as long-term, which includes the term loans, receivables-backed, revolving credit and swing facilities, may be paid down earlier than scheduled at our discretion without penalty.

(a) On February 22, 2012, we issued \$350.0 million aggregate principal amount of 4.45% senior notes due March 2019 (“**March 2019 Notes**”) and issued \$400.0 million aggregate principal amount of 4.90% senior notes due March 2022 (“**March 2022 Notes**”) in an

unregistered offering pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the “ **Securities Act** ”). We issued the March 2019 and March 2022 notes at a discount of approximately \$0.3 million and \$0.8 million , respectively, and recorded debt issuance costs in connection with the March 2019 and March 2022 notes of approximately \$3.2 million and \$3.6 million respectively, which are being amortized over the respective term of the notes. On March 15, 2012, we redeemed our 9.25% senior notes due March 2016 (“ **March 2016**”).

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

Notes ") at a redemption price equal to 104.625% of the principal amount of the March 2016 Notes, plus the accrued and unpaid interest. We recorded an aggregate loss on extinguishment of debt of approximately \$18.7 million for the redemption premium and to expense unamortized deferred financing and discount costs. Interest on our 5.625% notes due March 2013 (" **March 2013 Notes** "), our March 2019 Notes and our March 2022 Notes is payable in arrears each March and September. Security on the March 2013 Notes, March 2019 Notes and March 2022 Notes will be reinstated if we fall below specified credit ratings at Standard & Poor's and Moody's, as discussed below. All obligations under the March 2019 Notes and March 2022 Notes are fully and unconditionally guaranteed by our existing and future wholly-owned U.S. subsidiaries, including those acquired in the Smurfit-Stone Acquisition, except for certain present and future unrestricted subsidiaries and certain other limited exceptions.

- (b) On May 27, 2011, we entered into a Credit Agreement (the " **Credit Facility** ") with an original maximum principal amount of \$3.7 billion before scheduled payments. The Credit Facility includes a \$1.475 billion , 5 -year revolving credit facility, a \$1.475 billion , 5 -year term loan A facility, and included a \$750 million , 7 -year term loan B facility prior to its repayment on February 22, 2012. On December 2, 2011, we amended our Credit Facility which permitted the issuance of debt that could be secured on an equal and ratable basis with the Credit Facility provided no portion of the term loan B facility remained outstanding. The amendment also provided for a \$227.0 million term loan A2 tranche to be drawn upon by us in either a single drawing or in two separate drawings in minimum draws of \$100.0 million , at our discretion, on or prior to March 31, 2012, and amended other terms of a technical nature. On February 22, 2012, we repaid our term loan B facility using the proceeds from the issuance of the March 2019 and March 2022 Notes. We recorded a loss on extinguishment of debt of \$0.8 million to write-off unamortized deferred financing costs. The repayment of our term loan B facility, in conjunction with our then current credit rating removed the security pledge from our Credit Facility and our March 2013 Notes. All obligations under the Credit Facility are fully and unconditionally guaranteed by our existing and future wholly-owned U.S. subsidiaries, including those acquired in the Smurfit-Stone Acquisition, except for certain present and future unrestricted subsidiaries and certain other limited exceptions as well as a pledge of subsidiary stock of certain wholly-owned subsidiaries. In addition, the obligations of Rock-Tenn Company of Canada are guaranteed by Rock-Tenn Company and all such wholly-owned U.S. subsidiaries, as well as by wholly-owned Canadian subsidiaries of RockTenn, including those acquired in the Smurfit-Stone Acquisition, other than certain present and future unrestricted subsidiaries and certain other limited exceptions. The security will be reinstated if we fall below specified credit ratings at Standard & Poor's and Moody's, as defined in the Credit Agreement. The Credit Facility is pre-payable at any time.

On March 14, 2012, we drew down the full amount of the term loan A2 tranche, along with revolver borrowings, to pay off our March 2016 Notes. On March 30, 2012, we amended our Credit Facility which provides for the ability to guaranty the obligations of any restricted subsidiary in respect of indebtedness incurred by a restricted subsidiary to the extent such indebtedness is permitted under the Credit Agreement, to incur unsecured indebtedness in respect of letters of credit, letters of guaranty or similar instruments having an aggregate face amount not to exceed \$100.0 million at any time outstanding and to incur indebtedness in an aggregate principal amount of up to \$50.0 million pursuant to an "additional indebtedness" carveout to the indebtedness covenant in the Credit Agreement. The applicable margin on LIBOR based term loan A2 is dependent upon our Leverage Ratio. For the quarter ended June 30, 2012 the applicable margin was 1.75% . The variable interest rate, including the applicable margin, on our term loan A2 facility was 1.97% at June 30, 2012 .

Up to \$250.0 million under the revolving credit facility may be used for the issuance of letters of credit. In addition, up to \$300.0 million of the revolving credit facility may be used to fund borrowings in Canadian dollars. At June 30, 2012 and September 30, 2011, the amount committed under the Credit Facility for loans to a Canadian subsidiary was \$300.0 million and \$300.0 million , respectively. At June 30, 2012 , available borrowings under the revolving credit portion of the Credit Facility, reduced by outstanding letters of credit not drawn upon of approximately \$62.2 million , were approximately \$1,001.7 million . The applicable margin on LIBOR based term loan A and revolving credit loans is dependent upon our Leverage Ratio. For the quarter ended June 30, 2012 the applicable margin was 2.00% , and for the quarter ended September 30, 2011 the applicable margin was 2.00% . The variable interest rate, including the applicable margin, on our term loan A facility, before the effect of interest rate swaps, was 2.24% and 2.23% at June 30, 2012 and September 30, 2011, respectively. Interest rates on our revolving credit facility for borrowings both in the U.S. and Canada ranged from 2.24% to 4.25% at June 30, 2012 and from 3.25% to 4.00% at September 30, 2011.

Certain restrictive covenants govern our maximum availability under this facility, including Maximum Leverage Ratio and Minimum Consolidated Interest Ratio Coverage, as discussed in our Debt Footnote in our Fiscal 2011 Form 10-K. We test and report our compliance with these covenants each quarter. We are in compliance with all of our covenants.

- (c) On May 27, 2011, we increased our receivables-backed financing facility (the "Receivables Facility") to \$625.0 million . The maturity date of the Receivables Facility is the third anniversary of the Smurfit-Stone Acquisition. Accordingly, such

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

borrowings are classified as long-term at June 30, 2012 and September 30, 2011 . The borrowing rate, which consists of a blend of the market rate for asset-backed commercial paper and the one month LIBOR rate plus a utilization fee, was 1.36% and 1.36% as of June 30, 2012 and September 30, 2011 , respectively. The commitment fee for this facility was 0.30% and 0.30% as of June 30, 2012 and September 30, 2011 , respectively. Borrowing availability under this facility is based on the eligible underlying accounts receivable and certain covenants. The agreement governing the Receivables Facility contains restrictions, including, among others, on the creation of certain liens on the underlying collateral. We test and report our compliance with these covenants monthly. At June 30, 2012 , we are in compliance with all of our covenants. At June 30, 2012 and September 30, 2011 , maximum available borrowings, excluding amounts outstanding, under this facility were approximately \$482.3 million and \$559.9 million , respectively. The carrying amount of accounts receivable collateralizing the maximum available borrowings at June 30, 2012 was approximately \$815.5 million . We have continuing involvement with the underlying receivables as we provide credit and collections services pursuant to the securitization agreement.

- (d) We repaid the industrial development revenue bonds issued by various municipalities in which we maintain facilities on October 3, 2011.

Note 10. Derivatives

We are exposed to interest rate risk, commodity price risk and foreign currency exchange risk. To manage these risks, from time-to-time and to varying degrees, we enter into a variety of financial derivative transactions and certain physical commodity transactions that are determined to be derivatives. Interest rate swaps may be entered into to manage the interest rate risk associated with a portion of our outstanding debt. Interest rate swaps are either designated as cash flow hedges of forecasted floating rate interest payments on variable rate debt or fair value hedges of fixed rate debt, or we may elect not to treat them as accounting hedges. Forward contracts on certain commodities may be entered into to manage the price risk associated with forecasted purchases or sales of those commodities. In addition, certain commodity financial derivative contracts and physical commodity contracts that are determined to be derivatives may not be designated as accounting hedges because either they do not meet the criteria for treatment as accounting hedges under ASC 815, “*Derivatives and Hedging*” , or we elect not to treat them as accounting hedges under ASC 815. We may also enter into forward contracts to manage our exposure to fluctuations in Canadian foreign currency rates with respect to transactions denominated in Canadian dollars.

Outstanding financial derivative instruments expose us to credit loss in the event of nonperformance by the counterparties to the agreements. Our credit exposure related to these financial instruments is represented by the fair value of contracts reported as assets. We manage our exposure to counterparty credit risk through minimum credit standards, diversification of counterparties and procedures to monitor concentrations of credit risk. We enter into financial derivative contracts that may contain credit-risk-related contingent features which could result in a counterparty requesting immediate payment or demanding immediate and ongoing full overnight collateralization on derivative instruments in net liability positions. Certain of our interest rate swap derivative contracts contain a provision whereby if we default on the Credit Facility, we may also be deemed in default of the interest rate swap obligation. None of our derivative transactions are significant unless otherwise disclosed.

Cash Flow Hedges

For financial derivative instruments that are designated as a cash flow hedge, the effective portion of the gain or loss on the financial derivative instrument is reported as a component of other comprehensive income and reclassified into earnings in the same line item associated with the forecasted transaction, and in the same period or periods during which the forecasted transaction affects earnings. Gains and losses on the financial derivative representing either hedge ineffectiveness or hedge components excluded from the assessment of effectiveness are recognized in current earnings.

We have at times entered into interest rate swap agreements that effectively modified our exposure to interest rate risk by converting a portion of our interest payments on floating rate debt to a fixed rate basis, thus reducing the impact of interest rate changes on future interest expense. These agreements typically involved the receipt of floating rate amounts in exchange for fixed interest rate payments over the life of the agreements without an exchange of the underlying principal amount. In the quarter ended June 30, 2012 , our interest rate swap agreements expired and as a result amounts deferred in accumulated other comprehensive income, which were not significant, were reclassified into earnings.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

Note 11. Fair Value

Assets and Liabilities Measured at Fair Value

We estimate fair values in accordance with ASC 820 “Fair Value Measurement”. ASC 820 provides a framework for measuring fair value and expands disclosures required about fair value measurements. Specifically, ASC 820 sets forth a definition of fair value and a hierarchy prioritizing the inputs to valuation techniques. ASC 820 defines fair value as the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Additionally, ASC 820 defines levels within the hierarchy based on the availability of quoted prices for identical items in active markets, similar items in active or inactive markets and valuation techniques using observable and unobservable inputs. We incorporate credit valuation adjustments to reflect both our own nonperformance risk and the respective counterparty’s nonperformance risk in our fair value measurements.

We have, or from time to time may have, supplemental retirement savings plans that are nonqualified deferred compensation plans where the assets are invested primarily in mutual funds, interest rate derivatives, commodity derivatives or other similar classes of assets or liabilities. Other than our pension and postretirement assets and liabilities which we disclosed in our Fiscal 2011 Form 10-K and the fair value of our long-term debt disclosed below, the fair value of none of these items are significant.

The following table summarizes the carrying amount and estimated fair value of our long-term debt (in millions):

	June 30, 2012		September 30, 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
March 2013 Notes ⁽¹⁾	\$ 80.7	\$ 82.8	\$ 80.9	\$ 83.1
March 2016 Notes ⁽¹⁾	—	—	299.2	318.7
March 2019 Notes ⁽¹⁾	349.7	358.3	—	—
March 2022 Notes ⁽¹⁾	399.3	397.1	—	—
Term loan facilities ⁽²⁾	1,622.6	1,622.6	2,223.1	2,223.1
Revolving credit and swing facilities ⁽²⁾	411.9	411.9	238.0	238.0
Receivables-backed financing facility ⁽²⁾	482.0	482.0	559.0	559.0
Industrial development revenue bonds ⁽²⁾	—	—	17.4	17.4
Other long-term debt ⁽³⁾	14.1	14.9	28.2	30.3
Total debt	<u>\$ 3,360.3</u>	<u>\$ 3,369.6</u>	<u>\$ 3,445.8</u>	<u>\$ 3,469.6</u>

- (1) Fair value is based on the quoted market prices for the same or similar issues and is categorized as level 1 within the fair value hierarchy.
- (2) Fair value approximates the carrying amount as the variable interest rates reprice frequently at observable current market rates. As such fair value is categorized as level 2 within the fair value hierarchy.
- (3) Fair value is estimated based on the discounted value of future cash flows using observable current market interest rates offered for debt of similar credit risk and maturity. As such fair value is categorized as level 2 within the fair value hierarchy.

In the absence of quoted prices in active markets, considerable judgment is required in developing estimates of fair value. Estimates are not necessarily indicative of the amounts we could realize in a current market transaction.

Financial Instruments not Recognized at Fair Value

Financial instruments not recognized at fair value on a recurring or nonrecurring basis include cash and cash equivalents, accounts receivable, certain other current assets, short-term debt, accounts payable, certain other current liabilities, and long-term debt. With the exception of long-term debt, the carrying amounts of these financial instruments approximate their fair values due to their short maturities.

Fair Value of Nonfinancial Assets and Nonfinancial Liabilities

We measure certain nonfinancial assets and nonfinancial liabilities at fair value on a nonrecurring basis. These assets and liabilities include cost and equity method investments when they are deemed to be other-than-temporarily impaired, assets acquired

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

and liabilities assumed in an acquisition or in a nonmonetary exchange, and property, plant and equipment and intangible assets that are written down to fair value when they are held for sale or determined to be impaired. During the three and nine months ended June 30, 2012 and June 30, 2011, we did not have any significant nonfinancial assets or nonfinancial liabilities that were measured at fair value on a nonrecurring basis in periods subsequent to initial recognition.

Note 12. Retirement Plans

We have defined benefit pension and other postretirement plans for certain U.S. and Canadian employees. In addition, under several labor contracts, we make payments based on hours worked into multi-employer pension plan trusts established for the benefit of certain collective bargaining employees in facilities both inside and outside the United States. We also have a Supplemental Executive Retirement Plan (“**SERP**”) and other non-qualified defined benefit pension plans that provide unfunded supplemental retirement benefits to certain of our executives and former executives. The SERP provides for incremental pension benefits in excess of those offered in our principal pension plan. For more information regarding our retirement plans see “**Note 14. Retirement Plans**” of the Notes to Consolidated Financial Statements section of the Fiscal 2011 Form 10-K.

The following table represents a summary of the components of net pension cost (in millions):

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Service cost	\$ 7.3	\$ 4.9	\$ 23.3	\$ 10.3
Interest cost	55.1	25.2	165.3	37.5
Expected return on plan assets	(55.5)	(24.6)	(166.7)	(37.1)
Amortization of net actuarial loss	5.3	4.8	16.0	14.2
Amortization of prior service cost	0.3	0.1	0.6	0.5
Company defined benefit plan expense	12.5	10.4	38.5	25.4
Multi-employer plans for collective bargaining employees	2.2	1.1	6.7	2.1
Net pension cost	\$ 14.7	\$ 11.5	\$ 45.2	\$ 27.5

During the three and nine months ended June 30, 2012, we contributed an aggregate of \$67.1 million and \$202.0 million to our qualified defined benefit pension plans. Based on our current assumptions, we estimate contributing approximately \$355 million in fiscal 2012 to our qualified defined benefit pension plans. However, it is possible that our assumptions may change, actual market performance may vary or we may decide to contribute additional amounts. We contributed an aggregate of \$13.5 million and \$20.0 million to our qualified defined benefit pension plans in the three and nine months ended June 30, 2011.

The postretirement benefit plans that were acquired in connection with the Smurfit-Stone Acquisition provide certain health care and life insurance benefits for certain salaried and hourly employees who meet specified age and service requirements as defined by the plans.

The following table represents a summary of the components of the postretirement benefits costs (in millions):

	Three Months Ended		Nine Months Ended	
	June 30,		June 30,	
	2012	2011	2012	2011
Service cost	\$ 0.1	\$ 0.2	\$ 1.1	\$ 0.2
Interest cost	1.6	0.8	5.8	0.8
Company postretirement plan expense	\$ 1.7	\$ 1.0	\$ 6.9	\$ 1.0

During the three and nine months ended June 30, 2012, we contributed an aggregate of \$1.2 million and \$5.7 million to our postretirement benefit plans. During the three and nine months ended June 30, 2011, we contributed an aggregate of 0.8 million to our postretirement benefit plans.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

Note 13. Share-Based Compensation

Stock Options

During the nine months ended June 30, 2012, we granted options to purchase 255,250 shares of our Class A common stock “**Common Stock**” to certain employees. These options generally vest three years from the grant date, however, a portion of them are subject to earlier expense recognition due to retirement eligibility rules. These grants were valued at \$23.81 per share using the Black-Scholes option pricing model. The approximate assumptions used were: an expected term of 5.3 years; an expected volatility of 47.3%; expected dividends of 1.4%; and a risk free rate of 0.8%. We amortize these costs using the accelerated attribution method.

The aggregate intrinsic value of options exercised during the three months ended June 30, 2012 and June 30, 2011 was \$2.5 million and \$29.7 million, respectively, and during the nine months ended June 30, 2012 and June 30, 2011 it was \$9.9 million and \$31.2 million, respectively. The table below summarizes the changes in all stock options during the nine months ended June 30, 2012:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value (in millions)
Outstanding at September 30, 2011	1,532,103	\$ 36.35		
Granted	255,250	63.38		
Exercised	(295,374)	32.82		
Expired	(9,000)	18.19		
Forfeited	(6,500)	55.38		
Outstanding at June 30, 2012	1,476,479	\$ 41.75	6.6	\$ 23.0
Exercisable at June 30, 2012	902,354	\$ 31.60	5.3	\$ 20.7

Restricted Stock

During the nine months ended June 30, 2012, we granted 20,700 shares of restricted stock, which vest over one year, to our non-employee directors and we granted target awards of 389,550 shares of restricted stock with a service and a performance condition that generally vest over three years, to certain employees pursuant to our 2004 Incentive Stock Plan, as amended.

The aggregate fair value of restricted stock that vested during the three months ended June 30, 2012 and June 30, 2011 was \$0.1 million and \$9.5 million, respectively, and during the nine months ended June 30, 2012 and June 30, 2011 it was \$33.0 million and \$28.0 million, respectively.

Certain of our restricted stock that have met all restrictions other than service conditions are treated as issued and carry dividend and voting rights; if the service conditions are not met, the shares of restricted stock are forfeited. At June 30, 2012 and September 30, 2011, there were less than 0.1 million and 0.4 million shares of restricted stock, respectively, reflected in our accompanying balance sheets as issued that have not yet met the service condition to vest.

The table below summarizes the changes in unvested restricted stock awards during the nine months ended June 30, 2012:

	Shares	Weighted Average Grant Date Fair Value
Unvested at September 30, 2011	1,005,343	\$ 41.95
Granted ⁽¹⁾	410,250	63.28
Vested	(484,243)	28.45
Forfeited	(16,425)	50.08
Unvested at June 30, 2012 ⁽¹⁾⁽²⁾	914,925	\$ 58.62

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

- (1) Fiscal 2012 target awards of 386,750 shares may be increased to 200% of the target or decreased to zero, subject to the level of performance attained. The awards are reflected in the table at the target award amount of 100% .
- (2) Target awards, net of subsequent forfeitures and performance condition achievement, granted in fiscal 2011 in the amount of 256,600 may be increased by up to 200% or decreased to zero, subject to the level of performance attained. Target awards, net of subsequent forfeitures and performance condition achievement, granted in fiscal 2010 in the amount of 241,475 may be increased by up to 150% or decreased to zero, subject to the level of performance attained. The awards are reflected in the table at the target award amount of 100% .

For additional information about our share-based payment awards, refer to “ *Note 16. Share-Based Compensation* ” of the Notes to Consolidated Financial Statements section of the Fiscal 2011 Form 10-K.

Note 14. Commitments and Contingencies***Environmental and Other Matters***

Environmental compliance requirements are a significant factor affecting our business. We employ processes in the manufacture of pulp, paperboard and other products which result in various discharges, emissions and wastes. These processes are subject to numerous federal, state, local and foreign environmental laws and regulations. We operate and expect to continue to operate, under environmental permits and similar authorizations from various governmental authorities that regulate such discharges, emissions and wastes. Environmental programs in the U.S. are primarily established, administered and enforced at the federal level by the United States Environmental Protection Agency (“ **EPA** ” or “ **Agency** ”). In addition, many of the jurisdictions in which we operate have adopted equivalent or more stringent environmental laws and regulations or have enacted their own parallel environmental programs.

In 2004, the EPA promulgated a Maximum Achievable Control Technology (“ **MACT** ”) regulation that established air emissions standards, monitoring, record keeping and reporting requirements for industrial, commercial and institutional boilers. The rule was challenged by third parties in litigation, and in 2007, the United States Court of Appeals for the D. C. Circuit issued a decision vacating and remanding the rule to the EPA. Under court order, the EPA published a set of four interrelated rules on March 21, 2011, commonly referred to as the “ **Boiler MACT** ”. These rules include air emission standards for boilers at large and small facilities, as well as criteria for determining whether secondary materials are wastes when burned in combustion units. Under another rule that was part of the March 21, 2011 interrelated rules published by the EPA, units burning “solid waste” as fuel are subject to stringent standards for waste incinerators. The EPA also published notice on March 21, 2011 that it would reconsider certain aspects of the Boiler MACT in order to address “difficult technical issues” raised during the public comment period. The Agency stayed a portion of the final Boiler MACT during its reconsideration process; however, this stay was vacated by a federal district court on January 9, 2012. On December 23, 2011, the EPA published a proposed rule containing multiple changes to the Boiler MACT rules issued in March 2011. While certain changes made in the December 23, 2011 proposed rule would provide additional flexibility, others would impose more stringent requirements on some types of boilers, such as those that burn pulverized coal and wet biomass. RockTenn's preliminary estimate of the cost of compliance with the Boiler MACT rules is approximately \$200 million ; however, the EPA has indicated its intention to make further changes to these rules that could materially impact the ultimate costs to us, as well as other operators in our industry. As a result, neither the amount that RockTenn will be required to spend for compliance with the final Boiler MACT nor the timing of those expenditures can be quantified with certainty until the EPA issues its revised, final rules.

Certain jurisdictions in which the Company has manufacturing facilities or other investments have taken actions to address climate change. In the U.S., the EPA has issued the Clean Air Act permitting regulations applicable to facilities that emit greenhouse gases (“ **GHGs** ”). These regulations became effective for certain GHG sources on January 2, 2011, with implementation for other sources to be phased in over the next several years. The EPA also has promulgated a rule requiring facilities that emit 25,000 metric tons or more of carbon dioxide (CO₂) equivalent per year to file an annual report of their emissions. Some U.S. states and Canadian provinces in which RockTenn has manufacturing operations are also taking measures to reduce GHG emissions. For example, on November 18, 2009, Quebec, which is participating in the Western Climate Initiative, adopted a target of reducing GHG emissions by 20% below 1990 levels by 2020. In December 2011, Quebec issued a final regulation establishing a cap-and-trade program that will require reductions in GHG emissions from covered emitters beginning on January 1, 2013. Enactment of the Quebec cap-and-trade program may require capital expenditures to modify our containerboard mill assets in Quebec to meet required GHG emission reduction requirements in future years. Such requirements also may increase energy costs above the level of general inflation and result in direct compliance and other costs. However, we do not believe that compliance with the requirements of the new cap-and-trade program will have a material adverse effect on our operations or financial condition. We have systems in place for tracking the GHG emissions from our energy-intensive facilities, and we carefully monitor developments

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

in climate change laws, regulations and policies to assess the potential impact of such developments on our operations and financial condition.

In addition to Boiler MACT and greenhouse gas standards, the EPA has recently finalized a number of other environmental rules, which may impact the pulp and paper industry. The EPA also is revising existing environmental standards and developing several new rules that may apply to the industry in the future. We cannot currently predict with certainty how any future changes in environmental laws, regulations and/or enforcement practices will affect our business; however, it is possible that our compliance, capital expenditure requirements and operating costs could increase materially.

On October 1, 2010, our Hopewell, Virginia containerboard mill received a Finding of Violation and Notice of Violation ("NOV") from EPA Region III alleging certain violations of regulations that require treatment of kraft pulping condensates. We strongly disagree with the assertion of the violations in the NOV and are vigorously defending ourselves in this matter. We also are involved in various other administrative proceedings relating to environmental matters that arise in the normal course of business. Although the ultimate outcome of such matters cannot be predicted with certainty and we cannot at this time estimate any reasonably possible losses, management does not believe that the currently expected outcome of any environmental proceeding, lawsuit or claim that is pending or threatened against us will have a material adverse effect on our results of operations, financial condition or cash flows.

In March 2012, we became aware that one of our facilities in Pennsylvania had been improperly collecting and reporting wastewater discharge data. We promptly reported this matter to the Pennsylvania Department of Environmental Protection ("PaDEP"). During March 2012, we also received data indicating that the facility's wastewater discharge was not in conformance with certain permitted discharge limitations. We immediately discontinued operations at the facility and reported the data to PaDEP. We have since restarted operations at the facility in a manner that complies with the facility's discharge permits. Although we are currently unable to predict with certainty the outcome of the matters reported to the PaDEP, we believe that any potential fine will not have a significant adverse effect on our results of operations, financial condition or cash flows.

We also face potential liability under the Comprehensive Environmental Response, Compensation, and Liability Act of 1980 ("CERCLA") and analogous state laws as a result of releases, or threatened releases, of hazardous substances into the environment from various sites owned and operated by third parties at which Company-generated wastes have allegedly been deposited. Generators of hazardous substances sent to off-site disposal locations at which environmental problems exist, as well as the owners of those sites and certain other classes of persons, all of whom are referred to as potentially responsible parties ("PRPs" or "PRP") are, in most instances, subject to joint and several liability for response costs for the investigation and remediation of such sites under CERCLA and analogous state laws, regardless of fault or the lawfulness of the original disposal. Liability is typically shared with other PRPs and costs are commonly allocated according to relative amounts of waste deposited and other factors.

On January 26, 2009, Smurfit-Stone and certain of its subsidiaries filed a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code. Smurfit-Stone's Canadian subsidiaries also filed to reorganize in Canada. We believe that matters relating to previously identified third party PRP sites and certain formerly owned facilities of Smurfit-Stone have been or will be satisfied claims in Smurfit-Stone bankruptcy proceedings. However, we may face additional liability for cleanup activity at sites that existed prior to bankruptcy discharge, but are not currently identified. Some of these liabilities may be satisfied from existing bankruptcy reserves. We may also face liability under CERCLA and analogous state and other laws at other ongoing and future remediation sites where we may be a PRP. In addition to the above mentioned sites, certain of our current or former locations are being studied or remediated under various environmental laws and regulations, but we do not believe that the costs of these projects will have a material adverse effect on our results of operations, financial condition or cash flows.

We believe that we can assert claims for indemnification pursuant to existing rights we have under settlement and purchase agreements in connection with certain of our existing remediation sites. However, there can be no assurance that we will be successful with respect to any claim regarding these indemnification rights or that, if we are successful, any amounts paid pursuant to the indemnification rights will be sufficient to cover all our costs and expenses. We also cannot predict with certainty whether we will be required to perform remediation projects at other locations, and it is possible that our remediation requirements and costs could increase materially in the future. In addition, we cannot currently assess with certainty the impact that future federal, state or other environmental laws, regulations or enforcement practices will have on our results of operations, financial condition or cash flows.

Our operations are subject to federal, state, local and foreign laws and regulations relating to workplace safety and worker health including the Occupational Safety and Health Act ("OSHA") and related regulations. OSHA, among other things, establishes asbestos and noise standards and regulates the use of hazardous chemicals in the workplace. Although we do not use asbestos in manufacturing our products, some of our facilities contain asbestos. For those facilities where asbestos is present, we believe we have properly contained the asbestos and/or we have conducted training of our employees in an effort to ensure that no federal,

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

state or local rules or regulations are violated in the maintenance of our facilities. We do not believe that future compliance with health and safety laws and regulations will have a material adverse effect on our results of operations, financial condition or cash flows.

As of June 30, 2012, we had approximately \$4.6 million reserved for environmental liabilities, of which \$2.7 million is included in other long-term liabilities and \$1.9 million in other current liabilities. We believe the liability for these matters was adequately reserved at June 30, 2012.

Litigation Relating to the Smurfit-Stone Acquisition

Three complaints on behalf of the same putative class of Smurfit-Stone stockholders were filed in the Delaware Court of Chancery challenging our acquisition of Smurfit-Stone: Marks v. Smurfit-Stone Container Corp., et al., Case No. 6164 (filed February 2, 2011); Spencer v. Moore, et al., Case No. 6299 (filed March 21, 2011); and Gould v. Smurfit-Stone Container Corp., et al., Case No. 6291 (filed March 17, 2011). On March 24, 2011, these cases were consolidated. In the operative complaint, plaintiffs named as defendants RockTenn, the former members of the Smurfit-Stone board of directors and Sam Acquisition, LLC (now known as RockTenn CP, LLC, our wholly-owned subsidiary that is the successor to Smurfit-Stone). The plaintiffs alleged, among other things, that the consideration we paid to acquire Smurfit-Stone was inadequate and unfair to Smurfit-Stone stockholders, that the February 24, 2011 preliminary joint proxy statement/prospectus contained misleading or inadequate disclosures regarding our acquisition of Smurfit-Stone, that the individual defendants breached their fiduciary duties in approving our acquisition of Smurfit-Stone and that those breaches were aided and abetted by us. On May 2, 2011, the court granted class certification, appointing the lead plaintiffs and their counsel to represent a class of all record and beneficial holders of Smurfit-Stone common stock as of January 23, 2011 or their successors in interest, but excluding the named defendants and any person, firm, trust, corporation or other entity related to or affiliated with any of the defendants. On May 20, 2011, the court denied the plaintiffs' request for a preliminary injunction preventing the completion of the acquisition, finding that the plaintiffs had failed to demonstrate a likelihood of success with respect to the merits of their claims, that the requisite showing of irreparable harm had not been made and that the balance of the equities counseled against granting the injunction. On July 7, 2011, we filed a counterclaim in this case seeking a declaration that the plaintiffs are not entitled to damages or the imposition of any other remedy with respect to an error in Smurfit-Stone's proxy statement relating to appraisal rights.

On October 5, 2011, we reached an agreement to settle the class action with the plaintiffs. Under the terms of the proposed settlement, the class released all claims against us and the former directors of Smurfit-Stone that arise out of the class members' ownership of Smurfit-Stone shares between the dates on which the merger was agreed and consummated and that are based on the merger agreement or the acquisition, disclosures or statements concerning the merger agreement or the acquisition, or any of the matters alleged in the lawsuit. In exchange for these releases, we granted the former Smurfit-Stone shareholders (other than those who have already asserted their appraisal rights) the right to bring and participate in a future "quasi-appraisal" proceeding in which the court would assess the value of a share of Smurfit-Stone common stock on a stand-alone basis as of the closing of the transaction. The ability of former Smurfit-Stone shareholders to bring and participate in the future quasi-appraisal proceeding was subject to a number of conditions, including returning to us an amount of cash equal to \$41.26 per Smurfit-Stone share if the former shareholder voted in favor of the merger (representing approximately 73% of Smurfit-Stone shares outstanding as of the record date) or \$6.26 per Smurfit-Stone share if the former shareholder either voted against the merger (representing approximately 7% of the Smurfit-Stone shares outstanding as of the record date) or abstained or did not vote with respect to the merger. The proposed settlement was subject to a number of conditions, including final court approval. A settlement approval hearing was held on December 9, 2011, and the court entered a final order and judgment approving the settlement on February 2, 2012. No appeal was filed, and the settlement is therefore final.

The deadline for class members to participate in any quasi-appraisal proceeding was April 9, 2012. As of the participation deadline, we had received approximately \$265,000 from holders seeking quasi-appraisal with respect to approximately 12,200 shares of Smurfit-Stone common stock. The deadline for class members to file quasi-appraisal petitions was May 9, 2012. No such petition was filed as of the deadline. Accordingly, there will not be any quasi-appraisal proceeding, and we have returned the money we received from claimants.

On February 17, 2011, a putative class action complaint asserting similar claims against RockTenn regarding the Smurfit-Stone acquisition was filed in the United States District Court for the Northern District of Illinois under the caption of Dabrowski v. Smurfit-Stone Container Corp., et al., C.A. No. 1:11-cv-01136. On August 4, 2011, the plaintiff voluntarily dismissed this matter without prejudice. Four complaints on behalf of the same putative class of Smurfit-Stone stockholders were filed in the Circuit Court for Cook County, Illinois challenging RockTenn's acquisition of Smurfit-Stone: Gold v. Smurfit-Stone Container Corp., et al., No. 11-CH-3371 (filed January 26, 2011); Roseman v. Smurfit-Stone Container Corp., et al., No. 11-CH-3519 (filed January 27, 2011); Findley v. Smurfit-Stone Container Corp., et al., No. 11-CH-3726 (filed January 28, 2011); and Czech v. Smurfit-Stone Container Corp., et al., No. 11-CH-4282 (filed February 4, 2011). On February 10, 2011, these cases were

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

consolidated together. On July 20, 2011, this consolidated matter was dismissed without prejudice by agreement with plaintiffs.

All class litigation regarding the acquisition of Smurfit-Stone is now concluded. We are a defendant in a number of other lawsuits and claims arising out of the conduct of our business. While the ultimate results of such suits or other proceedings against us cannot be predicted with certainty, management believes the resolution of these other matters will not have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Guarantees

We have made the following guarantees as of June 30, 2012 :

- we have a 49% ownership interest in Seven Hills Paperboard, LLC (“ ***Seven Hills*** ”) . The joint venture partners guarantee funding of net losses in proportion to their share of ownership;
- in connection with the Smurfit-Stone Acquisition, we have certain wood chip processing contracts extending from 2012 through 2018 with minimum purchase commitments. As part of the agreements, we guarantee the third party contractors' debt outstanding and have a security interest in the chipping equipment. At June 30, 2012 , the maximum potential amount of future payments related to these guarantees was approximately \$17 million , which decreases ratably over the life of the contracts. In the event the guarantees on these contracts were called, proceeds from the liquidation of the chipping equipment would be based on current market conditions and we may not recover in full the guarantee payments made;
- as part of acquisitions we have acquired unconsolidated entities for which we guarantee less than \$4 million in debt, primarily for bank loans; and
- we lease certain manufacturing and warehousing facilities and equipment under various operating leases. A substantial number of these leases require us to indemnify the lessor in the event that additional taxes are assessed due to a change in the tax law. We are unable to estimate our maximum exposure under these leases because it is dependent on changes in the tax law.

Seven Hills Option

Seven Hills commenced operations on March 29, 2001. Our partner in the Seven Hills joint venture has the option to require us to purchase its interest in Seven Hills, at a formula price, effective on the sixth or any subsequent anniversary of the commencement date by providing us notice two years prior to any such anniversary. The earliest date on which we could be required to purchase our partner's interest is March 29, 2015. We have not recorded any liability for this unexercised option. We currently project this contingent obligation to purchase our partner's interest (based on the formula) to be approximately \$11 million at June 30, 2012 , which would result in a purchase price of approximately 52% of our partner's net equity reflected on Seven Hills' June 30, 2012 balance sheet.

Note 15. Segment Information

In the third quarter of fiscal 2011, following the May 27, 2011 Smurfit-Stone Acquisition we announced the realignment of our operating segments. Our segments include the following: Corrugated Packaging, consisting of our containerboard mills and our corrugated converting operations; Consumer Packaging, consisting of our folding carton operations, our coated and uncoated paperboard mills, merchandising displays and interior partition operations; and Recycling and Waste Solutions, which consists of our recycled fiber procurement and trading activities.

The following table shows certain operating data for our segments (in millions). We do not allocate certain of our income and expenses to our segments and, thus, the information that management uses to make operating decisions and assess performance does not reflect such amounts. We report these items as non-allocated expenses or in other line items in the table below after total segment income.

Notes to Condensed Consolidated Statements (Unaudited) (Continued)

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Net sales (aggregate):				
Corrugated Packaging	\$ 1,545.2	\$ 734.5	\$ 4,573.9	\$ 1,142.2
Consumer Packaging	628.9	579.6	1,896.9	1,691.9
Recycling and Waste Solutions	338.9	147.4	964.4	230.1
Total	\$ 2,513.0	\$ 1,461.5	\$ 7,435.2	\$ 3,064.2
Less net sales (intersegment):				
Corrugated Packaging	\$ 28.7	\$ 21.3	\$ 91.8	\$ 41.8
Consumer Packaging	6.1	6.8	19.9	14.5
Recycling and Waste Solutions	175.0	51.3	469.7	71.8
Total	\$ 209.8	\$ 79.4	\$ 581.4	\$ 128.1
Net sales (unaffiliated customers):				
Corrugated Packaging	\$ 1,516.5	\$ 713.2	\$ 4,482.1	\$ 1,100.4
Consumer Packaging	622.8	572.8	1,877.0	1,677.4
Recycling and Waste Solutions	163.9	96.1	494.7	158.3
Total	\$ 2,303.2	\$ 1,382.1	\$ 6,853.8	\$ 2,936.1
Segment income:				
Corrugated Packaging	\$ 73.4	\$ 24.6	\$ 251.4	\$ 92.1
Consumer Packaging	83.7	61.1	248.4	193.1
Recycling and Waste Solutions	2.2	4.6	9.9	9.5
Total segment income	159.3	90.3	509.7	294.7
Restructuring and other costs, net	(13.7)	(55.5)	(52.1)	(62.4)
Non-allocated expenses	(28.3)	(22.6)	(79.1)	(52.8)
Interest expense	(26.8)	(22.8)	(91.7)	(55.7)
Loss on extinguishment of debt	(0.1)	(39.5)	(19.6)	(39.5)
Interest income and other income, net	0.2	4.1	1.1	4.1
Income (loss) before income taxes	90.6	(46.0)	268.3	88.4
Income tax (expense) benefit	(31.3)	17.6	(99.5)	(27.2)
Consolidated net income (loss)	59.3	(28.4)	168.8	61.2
Less: Net income attributable to noncontrolling interests	(1.1)	(1.7)	(2.0)	(4.0)
Net income (loss) attributable to Rock-Tenn Company shareholders	\$ 58.2	\$ (30.1)	\$ 166.8	\$ 57.2

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

The following discussion should be read in conjunction with the Condensed Consolidated Financial Statements and Notes thereto included herein and our audited Consolidated Financial Statements and Notes thereto for the fiscal year ended September 30, 2011, as well as the information under the heading "*Management's Discussion and Analysis of Financial Condition and Results of Operations*," that are part of our Fiscal 2011 Form 10-K, which we filed with the Securities and Exchange Commission ("SEC") on November 23, 2011. The table in "*Note 15. Segment Information*" of the Notes to Condensed Consolidated Financial Statements included herein shows certain operating data for our segments which we realigned in the third quarter of 2011.

Overview

On May 27, 2011, we acquired Smurfit-Stone in order to expand our corrugated packaging business as we believe the containerboard and corrugated packaging industry is a very attractive business and U.S. virgin containerboard is a strategic global asset. Due to the size of the transaction, our variances to the prior year periods are driven primarily by the acquisition. For additional information see "*Note 6. Acquisitions*" and "*Note 9. Debt*" of the Notes to Consolidated Financial Statements in our Fiscal 2011 Form 10-K.

Net sales of \$2,303.2 million for the third quarter of fiscal 2012 increased \$921.1 million, or 66.6% over the third quarter of fiscal 2011, primarily as a result of the May 27, 2011 Smurfit-Stone Acquisition. Total segment income was \$159.3 million in the third quarter of fiscal 2012 up \$69.0 million or 76.4% over the prior year quarter, primarily as a result of the Smurfit-Stone acquisition and increased profitability in our Consumer Packaging segment. The third quarter of fiscal 2011 included \$55.4 million of acquisition inventory step-up expense associated with the Smurfit-Stone Acquisition. Net income, before adjustments, among other things, for restructuring, loss on extinguishment of debt and the impact of acquisition inventory step-up, in the third quarter of fiscal 2012 was \$58.2 million compared to a loss of \$30.1 million in the third quarter of last year. Adjusted net income (as hereinafter defined in the "Non-GAAP Financial Measures" section below) in the third quarter of fiscal 2012 increased \$1.8 million over the third quarter of last year to \$68.4 million.

Our third quarter of fiscal 2012 earnings per share reflect solid performance across our business units with particularly strong results in our consumer segment where lower recycled fiber and energy costs, strong operating performance and sales growth in merchandising displays, including the acquisition, drove segment earnings up 37% over the prior year quarter which was impacted by our planned major maintenance outage at our Demopolis, AL mill. Our corrugated segment performance reflected higher than expected costs associated with the major capital projects to modernize and increase production capacity at our Hodge, LA mill.

Adjusted earnings per diluted share (as hereinafter defined in the "Non-GAAP Financial Measures" section below) are as follows:

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Earnings (loss) per diluted share	\$ 0.81	\$ (0.60)	\$ 2.31	\$ 1.30
Restructuring and other costs and operating losses and transition costs due to plant closures	0.14	0.71	0.61	0.96
Acquisition inventory step-up	—	0.69	—	0.81
Loss on extinguishment of debt	—	0.49	0.17	0.58
Adjusted earnings per diluted share	\$ 0.95	\$ 1.29	\$ 3.09	\$ 3.65

Our restructuring and other costs and operating losses and transition costs due to plant closures, net of related noncontrolling interest in the third quarter of fiscal 2012 were \$0.14 per diluted share and consisted primarily of \$7.5 million of pre-tax integration and acquisition costs, including professional services, employee and other costs, \$6.2 million of pre-tax facility closure charges primarily related to corrugated container plants acquired in the Smurfit-Stone Acquisition, the permanent shutdown of the medium machine at Hodge, LA containerboard mill, net of a gain on sale of our Columbus, IN laminated converting facility and \$1.9 million of pre-tax operating losses and transition costs primarily related to corrugated container plants acquired in the Smurfit-Stone Acquisition.

The third quarter of fiscal 2011, restructuring and other costs and operating losses and transition costs due to plant closures,

net of related noncontrolling interest were \$0.71 per diluted share and consisted primarily of \$41.7 million pre-tax of acquisition and integration costs and \$13.7 million of pre-tax facility closure charges primarily in connection consolidating converting facilities. GAAP requires that an acquirer value inventory acquired at fair value. This reduces the profit on sales to that portion attributable to the selling effort. For us, this step-up in value reduced our income for the month of June 2011 by \$55.4 million pre-tax, or \$0.69 per diluted share after-tax, as most of the acquired inventory was sold and an intercompany profit reserve was established on new inventory and charged to cost of goods sold. We recognized a pre-tax loss on extinguishment of debt of \$39.5 million, or \$0.49 per diluted share, in the third quarter of fiscal year 2011 for associated fees and expenses incurred in connection with the \$4.3 billion of acquisition debt financing and the repayment and termination of certain pre-acquisition financing arrangements. The extinguishment represented approximately half of the fees and expenses we paid in connection with the new facilities. The remainder is being amortized to interest expense over the life of the debt instruments.

Our restructuring and other costs and operating losses and transition costs due to plant closures, net of related noncontrolling interest in the nine months ended June 30, 2012 aggregated to \$0.61 per diluted share and consisted primarily of \$29.1 million of pre-tax facility closure charges primarily related to the Matane mill, a Hodge, LA paper machine closure and corrugated container plants acquired in the Smurfit-Stone Acquisition, net of gains on sales of a few previously closed facilities, \$11.2 million of pre-tax operating losses and transition costs primarily in connection with the Matane mill closure and consolidating converting facilities and \$22.9 million of pre-tax integration and acquisition costs that primarily consisted of professional services and other employee costs. We recognized a pre-tax loss on extinguishment of debt in the second quarter of fiscal 2012 of \$19.5 million, or \$0.17 per diluted share primarily in connection with the redemption of our 9.25% senior notes due March 2016 at a redemption price equal to 104.625% of par and to expense unamortized deferred financing and discount costs.

Restructuring and other costs and operating losses and transition costs due to plant closures, net of related noncontrolling interest in the nine months ended June 30, 2011 were \$0.96 per diluted share and consisted primarily of \$47.9 million pre-tax of acquisition and integration costs, \$1.0 million of pre-tax operating losses and transition costs primarily in connection consolidating converting facilities and \$14.2 million of facility closure charges. The impact of the acquired inventory and loss on extinguishment of debt discussed above in the nine months ended June 30, 2011 were \$0.81 and \$0.58 per diluted share, respectively. The impact per diluted share was more significant than in the three months ended June 30, 2011 since the diluted weighted average shares outstanding for the nine months were lower than in the three months ended June 30, 2011 due to the number of shares issued in Smurfit-Stone Acquisition.

Results of Operations (Consolidated)

Net Sales (Unaffiliated Customers)

(In millions, except percentages)

	First Quarter	Second Quarter	Third Quarter	Nine Months Ended 6/30	Fourth Quarter	Fiscal Year
2011 \$	761.1	\$ 792.9	\$ 1,382.1	\$ 2,936.1	\$ 2,463.5	\$ 5,399.6
2012 \$	2,267.7	\$ 2,282.9	\$ 2,303.2	\$ 6,853.8		
% Change	198.0%	187.9%	66.6%	133.4%		

Net sales in the third quarter of fiscal 2012 increased \$921.1 million compared to the third quarter of fiscal 2011 primarily due to the Smurfit-Stone Acquisition. Net sales in the nine months ended June 30, 2012 increased \$3,917.7 million compared to the nine months ended June 30, 2011 primarily due to the Smurfit-Stone Acquisition.

Cost of Goods Sold

(In millions, except percentages)

	First Quarter	Second Quarter	Third Quarter	Nine Months Ended 6/30	Fourth Quarter	Fiscal Year
2011	\$ 582.3	\$ 626.6	\$ 1,169.7	\$ 2,378.6	\$ 2,029.1	\$ 4,407.7
(% of Net Sales)	76.5%	79.0%	84.6%	81.0%	82.4%	81.6%
2012	\$ 1,875.5	\$ 1,922.1	\$ 1,943.4	\$ 5,741.0		
(% of Net Sales)	82.7%	84.2%	84.4%	83.8%		

Cost of goods sold as a percentage of net sales decreased in the third quarter of fiscal 2012 compared to the prior year third

quarter primarily as a result of the Smurfit-Stone Acquisition and increased freight costs which were partially offset by reduced recycled fiber costs, energy and chemical costs. Freight expense and workers' compensation expense, excluding the impact of the Smurfit-Stone Acquisition, increased \$2.3 million and \$1.7 million, respectively. Recycled fiber costs, energy costs and chemical costs in our legacy RockTenn mills decreased \$26, \$10 and \$3 per ton, respectively. Our corrugated segment performance reflected higher than expected costs associated with the completion of the major capital projects at our Hodge, LA mill.

Cost of goods sold as a percentage of net sales increased in the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 primarily as a result of the Smurfit-Stone Acquisition and increased chemical and freight costs which were partially offset by reduced recycled fiber costs and energy costs. Chemical costs in our legacy RockTenn mills increased \$2 per ton and freight expense, excluding the impact of the Smurfit-Stone Acquisition, increased \$10.5 million due in part to higher volumes. Recycled fiber costs and energy costs in our legacy mills decreased \$15 and \$5 per ton, respectively.

Selling, General and Administrative Expenses

(In millions, except percentages)

		First Quarter	Second Quarter	Third Quarter	Nine Months Ended 6/30	Fourth Quarter	Fiscal Year
	2011 \$	83.2	\$ 88.3	\$ 145.3	\$ 316.8	\$ 224.4	\$ 541.2
(% of Net Sales)		10.9%	11.1%	10.5%	10.8%	9.1%	10.0%
	2012 \$	225.9	\$ 229.6	\$ 229.6	\$ 685.1		
(% of Net Sales)		10.0%	10.1%	10.0%	10.0%		

Selling, general and administrative (“SG&A”) expenses increased \$84.3 million in the third quarter of fiscal 2012 compared to the prior year period primarily due to the Smurfit-Stone Acquisition, and declined as a percentage of net sales primarily due to synergies realized in the acquisition.

SG&A expenses increased \$368.3 million in the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 primarily due to the Smurfit-Stone Acquisition and declined as a percentage of net sales primarily due to synergies realized in the acquisition.

Restructuring and Other Costs, Net

We recorded aggregate pre-tax restructuring and other costs of \$13.7 million and \$55.5 million in the third quarter of fiscal 2012 and 2011, respectively. We recorded aggregate pre-tax restructuring and other costs of \$52.1 million and \$62.4 million in the nine months ended June 30, 2012 and June 30, 2011, respectively. The increase in charges in three and nine months ended June 30, 2012 is primarily associated with the acquisition and integration of Smurfit-Stone including plant closure activities. Amounts recorded in each period are not comparable since the timing and scope of the individual actions associated with a restructuring, an acquisition or integration can vary. We discuss these charges in more detail in “Note 6. Restructuring and Other Costs, Net” of the Notes to Condensed Consolidated Financial Statements included herein.

Interest Expense

Interest expense for the third quarter of fiscal 2012 increased to \$26.8 million from \$22.8 million for the same quarter last year. The increase in our average outstanding borrowings increased interest expense by approximately \$9.9 million, lower average interest rates, net of swaps, decreased interest expense by approximately \$6.6 million, and deferred financing costs increased \$0.7 million. Interest expense for the third quarter of fiscal 2012 included amortization of deferred financing costs of \$2.6 million compared to \$1.9 million for the same quarter of the prior year.

Interest expense for the nine months ended June 30, 2012 increased to \$91.7 million from \$55.7 million for the nine months ended June 30, 2011. The increase in our average outstanding borrowings increased interest expense by approximately \$49.7 million, lower average interest rates, net of swaps, decreased interest expense by approximately \$16.8 million, and deferred financing costs increased \$3.1 million. Interest expense for the nine months ended June 30, 2012 included amortization of deferred financing costs of \$8.1 million compared to \$5.0 million for the same period in the prior year.

Loss on Extinguishment of Debt

Loss on extinguishment of debt for the three and nine months ended June 30, 2012 of \$0.1 million and \$19.6 million,

respectively, was primarily in connection with the redemption of our 9.25% senior notes due March 2016 at a redemption price equal to 104.625% of par and to expense unamortized deferred financing and discount costs.

Loss on extinguishment of debt for the three and nine months ended June 30, 2011 of \$39.5 million represents certain fees and expenses incurred in connection with the \$4.3 billion of acquisition debt financing for the Smurfit-Stone Acquisition and the repayment and termination of certain pre-acquisition financing arrangements. The extinguishment represented approximately half of the fees and expenses we paid in connection with the new facilities. The remainder will be amortized to interest expense over the life of the debt instruments.

Provision for Income Taxes

We recorded income tax expense of \$31.3 million and \$99.5 million in the three and nine months ended June 30, 2012 compared to an income tax benefit of \$17.6 million and \$27.2 million in the three and nine months ended June 30, 2011. The effective tax rates for the three and nine months ended June 30, 2012 were approximately 34.5% and 37.1%, respectively. The effective tax rates for the three and nine months ended June 30, 2011 were approximately 38.3% and 30.8%, respectively. We expect our effective tax rate for the full year to be approximately 37% to 38%. We discuss our provision for income taxes in more detail in “**Note 7. Income Taxes**” of the Notes to Condensed Consolidated Financial Statements included herein.

Results of Operations (Segment Data)

We realigned our operating segments in the third quarter of fiscal 2011 following the Smurfit-Stone Acquisition. Our segments include the following: Corrugated Packaging, consisting of our containerboard mills and our corrugated converting operations; Consumer Packaging, consisting of our folding carton operations, our coated and uncoated paperboard mills, merchandising displays and interior partition operations; and Recycling and Waste Solutions, which consists of our recycled fiber procurement and trading activities.

Containerboard and Paperboard Tons Shipped, Produced and Average Net Selling Price Per Ton

Recycled Paperboard Tons Shipped, Produced and Average Net Selling Price Per Ton include gypsum paperboard liner tons shipped by Seven Hills and Average Net Selling Price Per Ton is computed as net sales of containerboard, paperboard and market pulp divided by tons shipped. The increase beginning in the third quarter of fiscal 2011 in shipped and produced tons reflects primarily the May 27, 2011 Smurfit-Stone Acquisition. Containerboard tons includes kraft paper and recycled paperboard includes coated and specialty recycled paperboard.

Tons Shipped

	Containerboard Tons Shipped	Recycled Paperboard Tons Shipped	Bleached Paperboard Tons Shipped	Market Pulp Tons Shipped	Average Net Selling Price (Per Ton)
(In thousands, except Average Net Selling Price Per Ton)					
First Quarter	247.4	224.5	84.4	22.1	\$ 617
Second Quarter	243.9	239.3	85.1	24.0	622
Third Quarter	850.7	238.2	90.3	49.6	596
Nine Months Ended June 30, 2011	1,342.0	702.0	259.8	95.7	607
Fourth Quarter	1,914.4	241.0	117.8	96.3	585
Fiscal 2011	3,256.4	943.0	377.6	192.0	\$ 596
First Quarter	1,832.0	222.8	113.1	99.9	\$ 562
Second Quarter	1,695.9	236.8	115.9	86.6	560
Third Quarter	1,722.9	231.8	123.8	98.1	563
Nine Months Ended June 30, 2012	5,250.8	691.4	352.8	284.6	\$ 562

Tons Produced

	Containerboard Tons Produced	Recycled Paperboard Tons Produced	Bleached Paperboard Tons Produced	Market Pulp Tons Produced
	(In thousands)			
First Quarter	246.2	226.7	87.4	23.4
Second Quarter	245.5	235.2	86.6	26.2
Third Quarter	858.5	239.4	87.3	47.1
Nine Months Ended June 30, 2011	1,350.2	701.3	261.3	96.7
Fourth Quarter	1,923.2	242.0	123.7	101.1
Fiscal 2011	3,273.4	943.3	385.0	197.8
First Quarter	1,843.5	227.3	115.2	104.9
Second Quarter	1,736.5	234.6	112.7	83.2
Third Quarter	1,676.4	234.1	118.7	101.9
Nine Months Ended June 30, 2012	5,256.4	696.0	346.6	290.0

Corrugated Packaging Segment (Aggregate Before Intersegment Eliminations)

	Net Sales (Aggregate)	Segment Income	Return on Sales
	(In millions, except percentages)		
First Quarter	\$ 198.3	\$ 37.4	18.9%
Second Quarter	209.4	30.1	14.4
Third Quarter	734.5	24.6	3.3
Nine Months Ended June 30, 2011	1,142.2	92.1	8.1
Fourth Quarter	1,626.5	149.6	9.2
Fiscal 2011	\$ 2,768.7	\$ 241.7	8.7%
First Quarter	\$ 1,522.8	\$ 109.3	7.2%
Second Quarter	1,505.9	68.7	4.6
Third Quarter	1,545.2	73.4	4.8
Nine Months Ended June 30, 2012	\$ 4,573.9	\$ 251.4	5.5%

Net Sales (Corrugated Packaging Segment)

Net sales of the Corrugated Packaging segment increased \$810.7 million in the third quarter of fiscal 2012 compared to the prior year quarter primarily due to the Smurfit-Stone Acquisition.

Net sales of the Corrugated Packaging segment increased \$3,431.7 million in the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 primarily due to the Smurfit-Stone Acquisition.

Segment Income (Corrugated Packaging Segment)

Segment income attributable to the Corrugated Packaging segment in the third quarter of fiscal 2012, adjusted to eliminate \$0.2 million of pre-tax acquisition inventory step-up expense associated with the Mid South Acquisition, decreased \$6.4 million to \$73.6 million compared to \$80.0 million in the prior year third quarter which was adjusted to eliminate \$55.4 million of pre-tax acquisition inventory step-up expense related to the May 27, 2011 Smurfit-Stone Acquisition. Our legacy RockTenn containerboard mills recycled fiber costs decreased approximately \$5.7 million or \$23 per ton compared to the same quarter of the prior year. Amortization of major outage expense in our containerboard mills increased \$17.3 million in the third quarter of fiscal 2012 to \$18.0 million compared to the prior year third quarter. We conformed the legacy Smurfit-Stone mills to our accounting policy which defers outage costs and amortizes them to expense ratably from the time incurred until the next scheduled outage, generally one year. Since the acquisition, all legacy Smurfit-Stone mills have completed their annual outages aggregating approximately \$80 million, or a rate of approximately \$20 million per quarter. Our corrugated segment performance reflected higher than expected costs associated with the major capital projects at our Hodge, LA containerboard mill. We estimate the impact of these costs to be approximately \$10 million.

Segment income attributable to the Corrugated Packaging segment in the nine months ended June 30, 2012, adjusted to eliminate \$6.7 million of pre-tax losses at our recently closed Matane, Quebec containerboard mill and \$0.6 million of pre-tax acquisition inventory step-up expense, increased \$111.2 million to \$258.7 million compared to \$147.5 in the nine months ended June 30, 2011, adjusted to eliminate \$55.4 million of pre-tax acquisition inventory step-up expense related to the Smurfit-Stone Acquisition. Our legacy RockTenn containerboard mills recycled fiber costs decreased approximately \$12.2 million or \$16 per ton compared to the same period of the prior year. Amortization of major outage expense in our containerboard mills for the nine months ended June 30, 2012 was \$30.1 million compared to \$0.7 million in the prior year period.

Consumer Packaging Segment (Aggregate Before Intersegment Eliminations)

	Net Sales (Aggregate)	Segment Income	Return on Sales
	(In millions, except percentages)		
First Quarter	\$ 544.5	\$ 71.0	13.0%
Second Quarter	567.8	61.0	10.7
Third Quarter	579.6	61.1	10.5
Nine Months Ended June 30, 2011	1,691.9	193.1	11.4
Fourth Quarter	667.9	82.1	12.3
Fiscal 2011	\$ 2,359.8	\$ 275.2	11.7%
First Quarter	\$ 620.4	\$ 80.3	12.9%
Second Quarter	647.6	84.4	13.0
Third Quarter	628.9	83.7	13.3
Nine Months Ended June 30, 2012	\$ 1,896.9	\$ 248.4	13.1%

Net Sales (Consumer Packaging Segment)

The 8.5% increase in net sales for the Consumer Packaging segment for the third quarter of fiscal 2012 compared to the prior year third quarter was primarily due to display sales, including those from facilities acquired in the Smurfit-Stone Acquisition and generally higher selling prices in the segment. Bleached paperboard and market pulp tons shipped increased 18.3% and 16.3%, respectively, primarily due to the third quarter of fiscal 2011 including the Demopolis, AL mill planned major maintenance outage. Specialty paperboard tons shipped increased 1.4% and coated recycled paperboard tons shipped decreased 5.0%.

The 12.1% increase in net sales for the Consumer Packaging segment for the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 was primarily due to display sales, including those from facilities acquired in the Smurfit-Stone Acquisition and generally higher selling prices in the segment. Bleached paperboard, market pulp and specialty paperboard tons shipped increased 6.4%, 10.8% and 0.8%, respectively, and coated recycled paperboard tons shipped decreased 2.8%.

Segment Income (Consumer Packaging Segment)

Segment income of the Consumer Packaging segment for the quarter ended June 30, 2012 increased \$22.6 million compared to the prior year quarter primarily due to income from the acquired display facilities and generally higher selling prices, lower recycled fiber and energy costs that were partially offset by higher freight costs. At our mills, recycled fiber costs decreased approximately \$6.4 million, or \$30 per ton and energy costs decreased approximately \$4.4 million or \$13 per ton. Freight expense, excluding the acquired display facilities, increased \$2.1 million in the segment. Segment income during the third quarter of fiscal 2012 included a gain of \$5.2 million for an insurance recovery related to a turbine failure at our Demopolis, AL mill, which was partially offset by \$3.6 million of business interruption costs related to the turbine failure and a charge for unrecoverable insurance claims in the period. Segment income in the third quarter of fiscal 2011 was impacted by the Demopolis, AL mill planned major maintenance outage.

Segment income of the Consumer Packaging segment for the nine months ended June 30, 2012 increased \$55.3 million compared to the nine months ended June 30, 2011 primarily due to income from the acquired display facilities and generally higher selling prices, lower recycled fiber and energy costs that were partially offset by higher freight and chemical costs. At our mills, recycled fiber costs decreased approximately \$8.0 million, or \$13 per ton, energy costs decreased \$7.6 million, or \$8 per ton and chemical costs increased approximately \$5.2 million, or \$5 per ton. Freight expense, excluding the acquired display facilities, increased \$7.9 million in the segment. Segment income for the nine months ended June 30, 2012 was impacted by the Demopolis, AL turbine failure and insurance matters noted above.

Recycling and Waste Solutions Segment (Aggregate Before Intersegment Eliminations)

	Net Sales (Aggregate)	Segment Income	Return on Sales
	(In millions, except percentages)		
First Quarter	\$ 41.9	\$ 2.3	5.5%
Second Quarter	40.8	2.6	6.4
Third Quarter	147.4	4.6	3.1
Nine Months Ended June 30, 2011	230.1	9.5	4.1
Fourth Quarter	355.8	5.3	1.5
Fiscal 2011	\$ 585.9	\$ 14.8	2.5%
First Quarter	\$ 329.4	\$ 3.5	1.1%
Second Quarter	296.1	4.2	1.4
Third Quarter	338.9	2.2	0.6
Nine Months Ended June 30, 2012	\$ 964.4	\$ 9.9	1.0%

Fiber Reclaimed and Brokered

(Shipments in thousands of tons)

	First Quarter	Second Quarter	Third Quarter	Nine Months Ended 6/30	Fourth Quarter	Fiscal Year
2011	211.6	213.7	773.9	1,199.2	1,759.6	2,958.8
2012	2,064.5	1,996.9	2,039.7	6,101.1		

Net Sales (Recycling and Waste Solutions Segment)

Our Recycling and Waste Solutions segment net sales increased \$191.5 million for the third quarter of fiscal 2012 compared to the prior year third quarter primarily due to the Smurfit-Stone Acquisition, which were partially offset by lower selling prices.

Our Recycling and Waste Solutions segment net sales increased \$734.3 million for the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 primarily due to the Smurfit-Stone Acquisition, which were partially offset by lower selling prices.

Segment Income (Recycling and Waste Solutions Segment)

Segment income attributable to the Recycling and Waste Solutions segment decreased \$2.4 million in the third quarter of fiscal 2012 compared to the prior year third quarter. Lower selling prices compressed margins which were partially offset by increased sales from the Smurfit-Stone Acquisition.

Segment income attributable to the Recycling and Waste Solutions segment increased \$0.4 million in the nine months ended June 30, 2012 compared to the nine months ended June 30, 2011 due primarily to the Smurfit-Stone Acquisition, which was partially offset by lower selling prices as declining recycled fiber prices compressed margins.

Liquidity and Capital Resources

We fund our working capital requirements, capital expenditures and acquisitions from net cash provided by operating activities, borrowings under term notes, our receivables-backed financing facility and bank credit facilities, proceeds from the sale of discontinued assets, and proceeds received in connection with the issuance of debt and equity securities. The principal components of our debt consist of our Credit Facility which expires May 2016 and includes revolving credit and term loan facilities; our 3-year receivables-backed financing facility beginning May 27, 2011; and, our March 2013, March 2019 and March 2022 notes. For additional information regarding our outstanding debt, our credit facilities and their securitization, see “ **Note 9. Debt** ” of the Notes to Condensed Consolidated Financial Statements included herein. Cash and cash equivalents was \$19.5 million at June 30, 2012, and \$41.7 million at September 30, 2011. At June 30, 2012 and September 30, 2011, total debt was \$3,360.3 million and \$3,445.8 million, respectively. Net Debt (as hereinafter defined in the "Non-GAAP Financial Measures" section below) was

\$3,340.6 million at June 30, 2012 and \$3,403.7 million at September 30, 2011. Net Debt decreased \$63.1 million during the nine months ended June 30, 2012 .

On May 27, 2011, we entered into a Credit Agreement (the " **Credit Facility** ") with an original maximum principal amount of \$3.7 billion before scheduled payments. The Credit Facility includes a \$1.475 billion , 5-year revolving credit facility, a \$1.475 billion , 5-year term loan A facility, and until February 22, 2012, included a \$750 million , 7-year term loan B facility. The borrowings under the Credit Facility on the closing date of the Smurfit-Stone Acquisition were used to finance the acquisition in part, to repay certain outstanding indebtedness of Smurfit-Stone, to refinance certain of our existing credit facilities, to pay for fees and expenses incurred in connection with the acquisition, and for other corporate purposes. We may borrow amounts under the revolving credit facility to provide for working capital and general corporate requirements, including acquisitions permitted pursuant to the Credit Facility. The Credit Facility is pre-payable at any time.

On December 2, 2011, we amended our Credit Facility which permitted the issuance of debt that could be secured on an equal and ratable basis with the Credit Facility provided no portion of the \$750 million , 7-year term loan B facility remained outstanding. The amendment also provided for a \$227.0 million term loan A2 tranche to be drawn upon by us in either a single drawing or in two separate drawings in minimum draws of \$100 million, at our discretion, on or prior to March 31, 2012, and amends other terms of a technical nature. On March 14, 2012, we drew down the full amount of the term loan A2 tranche along with revolver borrowings to pay off our March 2016 Notes. On February 22, 2012, we repaid our term loan B facility primarily using the proceeds from the issuance of the \$350.0 million 4.45% senior notes due March 2019 and the issuance of \$400.0 million 4.90% senior notes due March 2022. We recorded a loss on extinguishment of debt of \$0.8 million to expense unamortized deferred financing costs. The repayment of our term loan B facility in conjunction with our then current credit rating, removed the security pledge from our Credit Facility and our 5.625% notes due March 2013. The security will be reinstated on our Credit Facility, March 2013 Notes, March 2019 Notes and March 2022 Notes if we fall below specified credit ratings at Standard & Poor's and Moody's, as defined in the Credit Agreement. On March 30, 2012, we amended our Credit Facility which provides for the ability to guaranty the obligations of any restricted subsidiary in respect of indebtedness incurred by a restricted subsidiary to the extent such indebtedness is permitted under the Credit Agreement, to incur unsecured indebtedness in respect of letters of credit, letters of guaranty or similar instruments having an aggregate face amount not to exceed \$100 million at any time outstanding and to incur indebtedness in an aggregate principal amount of up to \$50 million pursuant to an "additional indebtedness" carveout to the indebtedness covenant in the Credit Agreement.

Certain restrictive covenants govern our maximum availability under the Credit Facility, including a Consolidated Interest Coverage Ratio and Leverage Ratio (as those terms are defined in the Credit Facility). We test and report our compliance with these covenants each quarter. At June 30, 2012 , we were in compliance with all of our covenants. At June 30, 2012 , available borrowings under the revolving credit portion of the Credit Facility, reduced by outstanding letters of credit not drawn upon of approximately \$62.2 million , were approximately \$1,001.7 million , see " **Note 9. Debt** " of the Notes to Condensed Consolidated Financial Statements included herein.

On May 27, 2011, we increased our receivables-backed financing facility (the " **Receivables Facility** ") to \$625.0 million from \$135.0 million. The Receivables Facility has been amended to include the trade receivables of additional RockTenn subsidiaries. In addition, the maturity date of the Receivables Facility has been extended until the third anniversary of the Smurfit-Stone Acquisition. At June 30, 2012 , we had \$482.0 million outstanding and at September 30, 2011 , we had \$559.0 million outstanding under our Receivables Facility. Borrowing availability under this facility is based on the eligible underlying accounts receivable and certain covenants. We test and report our compliance with these covenants monthly. At June 30, 2012 , we were in compliance with all of our covenants. At June 30, 2012 , maximum available borrowings, excluding amounts outstanding, under this facility were approximately \$482.3 million . The carrying amount of accounts receivable collateralizing the maximum available borrowings at June 30, 2012 was approximately \$815.5 million . We have continuing involvement with the underlying receivables as we provide credit and collections services pursuant to the securitization agreement.

We use interest rate swap instruments from time to time to manage our exposure to changes in interest rates on portions of our outstanding debt. At the inception of the swaps we usually designate such swaps as either cash flow hedges or fair value hedges of the interest rate exposure on an equivalent amount of our floating rate or fixed rate debt, respectively. In the quarter ended June 30, 2012, our interest rate swap agreements expired and as a result amounts deferred in accumulated other comprehensive income, which were not significant, were reclassified into earnings.

Net cash provided by operating activities during the nine months ended June 30, 2012 and June 30, 2011 was \$541.4 million and \$339.7 million , respectively. Cash provided by operations in the current year reflects \$162.3 million of pension and other postretirement funding more than expense and a \$12.8 million payment of deferred compensation expense to a former Smurfit-Stone executive.

Net cash used for investing activities was \$421.6 million during the nine months ended June 30, 2012 compared to \$1,401.8 million for the comparable period of the prior year. Net cash used for investing activities in the nine months ended June 30, 2012 consisted primarily of \$348.3 million of capital expenditures and \$120.5 million for the purchase of businesses, primarily for the GMI and Mid South acquisitions, which was partially offset by \$37.1 million of proceeds from the sale of property, plant and equipment which primarily consisted of corrugated converting facilities we previously closed and \$10.2 million of proceeds from a property, plant and equipment insurance settlement related to the Demopolis, AL mill turbine. Net cash used for investing activities for the nine months ended June 30, 2011 consisted primarily of \$1,301.5 million paid for the Smurfit-Stone Acquisition, net of cash received and \$107.5 million of capital expenditures. We used these capital expenditures primarily for the purchase and upgrading of machinery and equipment. We estimate that our capital expenditures will aggregate approximately \$500 to \$525 million in fiscal 2012. The increase in capital expenditures in fiscal 2012 from fiscal 2011 levels are due to the full year inclusion of the acquired Smurfit-Stone operations in fiscal 2012, increased capital expenditures for deferred maintenance on former Smurfit-Stone assets, as well as specific identified investment opportunities. It is possible that our assumptions may change, or we may decide to spend a different amount.

Net cash used for financing activities was \$142.6 million during the nine months ended June 30, 2012 compared to net cash provided by financing activities of \$1,098.2 million in the same period last year. In the nine months ended June 30, 2012, net cash used for financing activities consisted primarily of the net repayment of debt aggregating \$90.3 million, cash dividends paid to shareholders of \$42.4 million and \$20.4 million of debt issuance and extinguishment costs. In the nine months ended June 30, 2011, net cash provided by financing activities consisted primarily of the net issuance of debt aggregating \$1,174.9 million and \$24.2 million for the issuance of common stock, net of related minimum tax withholdings, that were partially offset by debt issuance costs of \$43.1 million, cash paid for debt extinguishment costs of \$37.9 million and cash dividends paid to shareholders of \$23.6 million.

Based on current facts and assumptions, we expect our cash tax payments to be less than our income tax expense in each of fiscal 2012, 2013 and 2014 primarily due to accelerated depreciation deductions due to the Tax Relief, Unemployment Insurance Reauthorization and Job Creation Act of 2010 and the utilization of a portion of the federal net operating losses acquired in the Smurfit-Stone Acquisition, unused Cellulosic Biofuel Producers Credits we earned in fiscal 2010 and Alternative Minimum Tax Credits and additional Cellulosic Biofuel Producers Credits acquired in the Smurfit-Stone Acquisition. At June 30, 2012, the federal net operating losses, Cellulosic Biofuel Producers Credits and Alternative Minimum Tax Credits available to us aggregated approximately \$380 million in future potential reductions of U.S. federal cash taxes. However, it is possible that our expected cash tax payments may change due to changes in taxable income, capital spending or other factors.

We made contributions of \$202.0 million to our pension and supplemental retirement plans during the nine months ended June 30, 2012. Based on current facts and assumptions, we anticipate contributing approximately \$355 million to our qualified defined benefit pension plans including the acquired Smurfit-Stone plans in fiscal 2012. We have made contributions to our pension plans and expect to continue to make contributions in the coming years in order to ensure that our funding levels remain adequate in light of projected liabilities and to meet the requirements of the Pension Protection Act of 2006 and other regulations. Future contributions are subject to changes in our underfunded status based on factors such as investment performance, discount rates and return on plan assets. It is possible that our assumptions may change, actual market performance may vary or we may decide to contribute a different amount. There can be no assurance that such changes, including potential turmoil in financial and capital markets, will not be material to our results of operations, financial condition or cash flows.

In July 2012, our board of directors approved our August 2012 quarterly dividend of \$0.20 per share and in November 2011, February 2012 and April 2012, we paid a quarterly dividend of \$0.20 per share, indicating an annualized dividend of \$0.80 per share in fiscal 2012 on our common stock.

We anticipate that we will be able to fund our capital expenditures, interest payments, dividends, pension payments, working capital needs, note repurchases, repayments of current portion of long-term debt and other corporate actions for the foreseeable future from cash generated from operations, borrowings under our Credit Facility and Receivables Facility, proceeds from the issuance of debt or equity securities or other additional long-term debt financing, including new or amended facilities.

New Accounting Standards

See “ *Note 2. New Accounting Standards* ” of the Notes to Condensed Consolidated Financial Statements included herein for a full description of recent accounting pronouncements including the respective expected dates of adoption and expected effects on results of operations and financial condition.

Non-GAAP Financial Measures

We have included in the discussion under the caption “ *Management’s Discussion and Analysis of Financial Condition and Results of Operations — Liquidity and Capital Resources* ” above financial measures that were not prepared in accordance with GAAP. Any analysis of non-GAAP financial measures should be used only in conjunction with results presented in accordance with GAAP. Below, we define these non-GAAP financial measures, provide reconciliations of the non-GAAP financial measure to the most directly comparable financial measure calculated in accordance with GAAP, and discuss the reasons that we believe this information is useful to management and may be useful to investors.

Adjusted Net Income and Adjusted Earnings per Diluted Share

We use the non-GAAP financial measures “adjusted net income” and “adjusted earnings per diluted share”. Management believes these non-GAAP financial measures provide our board of directors, investors, potential investors, securities analysts and others with useful information to evaluate our performance because it excludes restructuring and other costs, net, and other specific items that management believes are not indicative of the ongoing operating results of the business. The Company and our board of directors use this information to evaluate our performance relative to other periods. We believe that the most directly comparable GAAP measures to adjusted net income and adjusted earnings per diluted share are Net income attributable to Rock-Tenn Company shareholders and Earnings per diluted share, respectively. Set forth below is a reconciliation of Adjusted net income to Net income attributable to Rock-Tenn Company shareholders (in millions, net of tax):

	Three Months Ended June 30,		Nine Months Ended June 30,	
	2012	2011	2012	2011
Net income (loss) attributable to Rock-Tenn Company shareholders	\$ 58.2	\$ (30.1)	\$ 166.8	\$ 57.2
Restructuring and other costs and operating losses and transition costs due to plant closures	10.0	36.4	43.7	41.3
Acquisition inventory step-up	0.2	35.2	0.4	35.2
Loss on extinguishment of debt	—	25.1	12.3	25.1
Adjusted net income	<u>\$ 68.4</u>	<u>\$ 66.6</u>	<u>\$ 223.2</u>	<u>\$ 158.8</u>

Net Debt

We also have defined the non-GAAP financial measure Net Debt to include the aggregate debt obligations reflected in our consolidated balance sheet, less the hedge adjustments resulting from fair value interest rate derivatives or swaps and the balance of our cash and cash equivalents.

Our management uses Net Debt, along with other factors, to evaluate our financial condition. We believe that Net Debt is an appropriate supplemental measure of financial condition and may be useful to investors because it provides a more complete understanding of our financial condition before the impact of our decisions regarding the appropriate use of cash and liquid investments. Net Debt is not intended to be a substitute for GAAP financial measures and should not be used as such.

Set forth below is a reconciliation of Net Debt to the most directly comparable GAAP measures, *Current Portion of Debt* and *Long-Term Debt Due After One Year* (in millions):

	June 30, 2012	September 30, 2011
Current Portion of Debt	\$ 257.7	\$ 143.3
Long-Term Debt Due After One Year	3,102.6	3,302.5
	3,360.3	3,445.8
Less: Hedge Adjustments Resulting From Fair Value Interest Rate Derivatives or Swaps	(0.2)	(0.4)
	3,360.1	3,445.4
Less: Cash and Cash Equivalents	(19.5)	(41.7)
Net Debt	<u>\$ 3,340.6</u>	<u>\$ 3,403.7</u>

Forward-Looking Statements

Statements in this report that do not relate strictly to historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are based on our current expectations, beliefs, plans or forecasts and use words such as will, estimate, anticipate, project, intend, or expect, or refer to future time periods, and include statements made in this report regarding, among other things: our estimate for our capital expenditures in fiscal 2012; that capital expenditures will increase in fiscal 2012 due to the full year inclusion of Smurfit-Stone, increased capital expenditures for deferred maintenance on formerly Smurfit-Stone assets, as well as specific identified investment opportunities; our estimate that the fair value of our aggregate liability for outstanding indemnities, including those with respect to which there are no limitations, will be immaterial; our estimate of the cost of compliance with the Boiler MACT rules; the amounts of our anticipated contributions to our qualified defined benefit pension plans including the acquired Smurfit-Stone plans in fiscal 2012; our expectation that we will continue to make contributions to our pension plans in the coming years in order to ensure that our funding levels remain adequate in light of projected liabilities and to meet the requirements of the Pension Protection Act of 2006 and other regulations; an annualized dividend rate of \$0.80 per share in fiscal 2012 on our common stock; our anticipation that we will be able to fund our capital expenditures, interest payments, stock repurchases, dividends, pension payments, working capital needs, bond repurchases, and repayments of current portion of long-term debt for the foreseeable future from cash generated from operations, borrowings under our Credit Facility and Receivables Facility, proceeds from the issuance of debt or equity securities or other additional long-term debt financing, including new or amended facilities to finance acquisitions; that we expect our cash tax payments to be less than income tax expense in each of fiscal 2012, 2013 and 2014 due to the creation of certain deferred tax liabilities and the utilization of a portion of the net operating losses from the Smurfit-Stone Acquisition, unused Cellulosic Biofuel Producers Credits we earned in fiscal 2010 and Alternative Minimum Tax Credits and additional Cellulosic Biofuel Producers Credits from the Smurfit-Stone Acquisition; our estimates of approximate future reductions of U.S. federal cash taxes; and that it is possible that our expected cash tax payments may change due to changes in income, capital spending or other factors.

With respect to these statements, we have made assumptions regarding, among other things, economic, competitive and market conditions; volumes and price levels of purchases by customers; competitive conditions in our businesses; possible adverse actions of our customers, our competitors and suppliers; labor costs; the amount and timing of capital expenditures, including installation costs, project development and implementation costs, severance and other shutdown costs; restructuring costs; utilization of real property that is subject to the restructurings due to realizable values from the sale of such property; credit availability; volumes and price levels of purchases by customers; raw material and energy costs; and competitive conditions in our businesses.

You should not place undue reliance on any forward-looking statements as such statements involve risks, uncertainties, assumptions and other factors that could cause actual results to differ materially, including the following: our ability to achieve benefits from the Smurfit-Stone Acquisition or to integrate Smurfit-Stone and the timing thereof; the level of demand for our products; our ability to successfully identify and make performance improvements; anticipated returns on our capital investments; investment performance, discount rates and return on pension plan assets; market risk from changes in, including but not limited to, interest rates and commodity prices; possible increases in energy, raw materials, shipping and capital equipment costs; any reduction in the supply of raw materials; fluctuations in selling prices and volumes; intense competition; the potential loss of certain customers; the timing and impact of alternative fuel mixture credits and cellulosic biofuel producer credits, the impact of operational restructuring activities, including the cost and timing of such activities, the size and cost of employment terminations, operational consolidation, capacity utilization, cost reductions and production efficiencies, estimated fair values of assets, and returns from planned asset transactions, and the impact of such factors on earnings; potential liability for outstanding guarantees and indemnities and the potential impact of such liabilities; the impact of economic conditions, including the nature of the current market environment, raw material and energy costs and market trends or factors that affect such trends, such as expected price increases, competitive pricing pressures and cost increases, as well as the impact and continuation of such factors; our results of operations, including operational inefficiencies, costs, sales growth or declines, the timing and impact of customer transitioning, the impact of announced price changes and the impact of the gain and loss of customers; pension plan contributions and expense, funding requirements and earnings; environmental law liability as well as the impact of related compliance efforts, including the cost of required improvements and the availability of certain indemnification claims, and our estimate that potential fines related to one of our facilities in Pennsylvania will not have a significant adverse effect on our results of operations, financial condition or cash flows; capital expenditures; the cost and other effects of complying with governmental laws and regulations and the timing of such costs; our estimate that resolution of lawsuits and claims for which we are a defendant arising out of the conduct of our business, while they cannot be predicted with certainty, will not have a material adverse effect on our consolidated financial condition, results of operations or cash flows; income tax rates, future deferred tax expense and future cash tax payments; future debt repayment; our ability to fund capital expenditures, interest payments, stock repurchases, dividends, pension payments, working capital needs, bond repurchases and debt for the foreseeable future from available cash and the proceeds from borrowings and security issuances; our estimates and assumptions regarding our contractual obligations and the impact of our contractual obligations on our liquidity and cash flow; the impact of changes in assumptions and estimates underlying accounting policies; the expected impact of implementing new accounting standards; and the impact of changes in assumptions and estimates on which

we based the design of our system of disclosure controls and procedures; adverse changes in general market and industry conditions and other risks, uncertainties and factors discussed in Item 1A "Risk Factors" and under the caption "***Business — Forward-Looking Information***" and "***Risk Factors***" in our 2011 Annual Report on Form 10-K and by similar disclosures in any of our subsequent SEC filings. The information contained herein speaks as of the date hereof and we do not have or undertake any obligation to update such information as future events unfold.

Item 3. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK*

For a discussion of certain of the market risks to which we are exposed, see the "***Quantitative and Qualitative Disclosures About Market Risk***" section in our Fiscal 2011 Form 10-K filed with the SEC on November 23, 2011, which is herein incorporated by reference. There have been no material changes in our exposure to market risk since September 30, 2011.

Item 4. *CONTROLS AND PROCEDURES*

Our Chief Executive Officer and our Chief Financial Officer evaluated the effectiveness of our "disclosure controls and procedures" (as defined in Rule 13a-15(e)) under the Securities Exchange Act of 1934 (the "**Exchange Act**") as of the end of the period covered by this quarterly report. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in reports we file or submit under the Exchange Act is (i) recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and (ii) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosures.

Except as described below, there has been no change in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. During the quarter ended June 30, 2011, we acquired Smurfit-Stone Container Corporation. We are in the process of integrating the acquired business into our overall internal control over financial reporting process.

PART II: OTHER INFORMATION

Item 1. *LEGAL PROCEEDINGS*

Litigation Relating to the Smurfit-Stone Acquisition

Three complaints on behalf of the same putative class of Smurfit-Stone stockholders were filed in the Delaware Court of Chancery challenging our acquisition of Smurfit-Stone: Marks v. Smurfit-Stone Container Corp., et al., Case No. 6164 (filed February 2, 2011); Spencer v. Moore, et al., Case No. 6299 (filed March 21, 2011); and Gould v. Smurfit-Stone Container Corp., et al., Case No. 6291 (filed March 17, 2011). On March 24, 2011, these cases were consolidated. In the operative complaint, plaintiffs named as defendants RockTenn, the former members of the Smurfit-Stone board of directors and Sam Acquisition, LLC (now known as RockTenn CP, LLC, our wholly-owned subsidiary that is the successor to Smurfit-Stone). The plaintiffs alleged, among other things, that the consideration we paid to acquire Smurfit-Stone was inadequate and unfair to Smurfit-Stone stockholders, that the February 24, 2011 preliminary joint proxy statement/prospectus contained misleading or inadequate disclosures regarding our acquisition of Smurfit-Stone, that the individual defendants breached their fiduciary duties in approving our acquisition of Smurfit-Stone and that those breaches were aided and abetted by us. On May 2, 2011, the court granted class certification, appointing the lead plaintiffs and their counsel to represent a class of all record and beneficial holders of Smurfit-Stone common stock as of January 23, 2011 or their successors in interest, but excluding the named defendants and any person, firm, trust, corporation or other entity related to or affiliated with any of the defendants. On May 20, 2011, the court denied the plaintiffs' request for a preliminary injunction preventing the completion of the acquisition, finding that the plaintiffs had failed to demonstrate a likelihood of success with respect to the merits of their claims, that the requisite showing of irreparable harm had not been made and that the balance of the equities counseled against granting the injunction. On July 7, 2011, we filed a counterclaim in this case seeking a declaration that the plaintiffs are not entitled to damages or the imposition of any other remedy with respect to an error in Smurfit-Stone's proxy statement relating to appraisal rights.

On October 5, 2011, we reached an agreement to settle the class action with the plaintiffs. Under the terms of the proposed settlement, the class released all claims against us and the former directors of Smurfit-Stone that arise out of the class members' ownership of Smurfit-Stone shares between the dates on which the merger was agreed and consummated and that are based on the merger agreement or the acquisition, disclosures or statements concerning the merger agreement or the acquisition, or any of the matters alleged in the lawsuit. In exchange for these releases, we granted the former Smurfit-Stone shareholders (other than

those who have already asserted their appraisal rights) the right to bring and participate in a future “quasi-appraisal” proceeding in which the court would assess the value of a share of Smurfit-Stone common stock on a stand-alone basis as of the closing of the transaction. The ability of former Smurfit-Stone shareholders to bring and participate in the future quasi-appraisal proceeding was subject to a number of conditions, including returning to us an amount of cash equal to \$41.26 per Smurfit-Stone share if the former shareholder voted in favor of the merger (representing approximately 73% of Smurfit-Stone shares outstanding as of the record date) or \$6.26 per Smurfit-Stone share if the former shareholder either voted against the merger (representing approximately 7% of the Smurfit-Stone shares outstanding as of the record date) or abstained or did not vote with respect to the merger. The proposed settlement was subject to a number of conditions, including final court approval. A settlement approval hearing was held on December 9, 2011, and the court entered a final order and judgment approving the settlement on February 2, 2012. No appeal was filed, and the settlement is therefore final.

The deadline for class members to participate in any quasi-appraisal proceeding was April 9, 2012. As of the participation deadline, we had received approximately \$265,000 from holders seeking quasi-appraisal with respect to approximately 12,200 shares of Smurfit-Stone common stock. The deadline for class members to file quasi-appraisal petitions was May 9, 2012. No such petition was filed as of the deadline. Accordingly, there will not be any quasi-appraisal proceeding, and we have returned the money we received from claimants.

On February 17, 2011, a putative class action complaint asserting similar claims against RockTenn regarding the Smurfit-Stone acquisition was filed in the United States District Court for the Northern District of Illinois under the caption of *Dabrowski v. Smurfit-Stone Container Corp., et al.*, C.A. No. 1:11-cv-01136. On August 4, 2011, the plaintiff voluntarily dismissed this matter without prejudice. Four complaints on behalf of the same putative class of Smurfit-Stone stockholders were filed in the Circuit Court for Cook County, Illinois challenging RockTenn’s acquisition of Smurfit-Stone: *Gold v. Smurfit-Stone Container Corp., et al.*, No. 11-CH-3371 (filed January 26, 2011); *Roseman v. Smurfit-Stone Container Corp., et al.*, No. 11-CH-3519 (filed January 27, 2011); *Findley v. Smurfit-Stone Container Corp., et al.*, No. 11-CH-3726 (filed January 28, 2011); and *Czech v. Smurfit-Stone Container Corp., et al.*, No. 11-CH-4282 (filed February 4, 2011). On February 10, 2011, these cases were consolidated together. On July 20, 2011, this consolidated matter was dismissed without prejudice by agreement with plaintiffs.

All class litigation regarding the acquisition of Smurfit-Stone is now concluded. We are a defendant in a number of other lawsuits and claims arising out of the conduct of our business. While the ultimate results of such suits or other proceedings against us cannot be predicted with certainty, management believes the resolution of these other matters will not have a material adverse effect on our consolidated financial condition, results of operations or cash flows.

Item 6. *EXHIBITS*

See separate Exhibit Index attached hereto and hereby incorporated herein by reference.

SIGNATURES

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

ROCK-TENN COMPANY

(Registrant)

Date: August 1, 2012

By: /s/ Steven C. Voorhees

Steven C. Voorhees

Executive Vice President, Chief Financial Officer & Chief
Administrative Officer

(Principal Financial Officer and duly authorized officer)

ROCK-TENN COMPANY

INDEX TO EXHIBITS

Exhibit 2.1	Agreement and Plan of Merger, dated as of January 10, 2008, by and among Rock-Tenn Company, Carrier Merger Sub, Inc., Southern Container Corp., the Stockholders listed therein, Steven Hill and the Stockholders' Representative, as defined therein (incorporated by reference to Exhibit 2.1 of the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2009).
Exhibit 2.2	Agreement and Plan of Merger, dated as of January 23, 2011, by and among, Rock-Tenn Company, Sam Acquisition, LLC and Smurfit-Stone Container Corporation (incorporated by reference to Exhibit 2.1 of RockTenn's Current Report on Form 8-K, filed on January 24, 2011).
Exhibit 3.1	Restated and Amended Articles of Incorporation of the Registrant effective January 13, 1994 (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, File No 33-73312).
Exhibit 3.2	Articles of Amendment to the Registrant's Restated and Amended Articles of Incorporation effective February 10, 1994 (incorporated by reference to Exhibit 3.2 to the Registrant's Amendment No. 2 to Form S-4 filed on April 19, 2011, File No. 333-172432).
Exhibit 3.3	Articles of Amendment to the Registrant's Restated and Amended Articles of Incorporation effective February 2, 1995 (incorporated by reference to Exhibit 3.2 of the Registrant's Annual Report on Form 10-K for the year ended September 30, 2000).
Exhibit 3.4	Bylaws of the Registrant (Amended and Restated as of October 31, 2008) (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on November 6, 2008).
Exhibit 3.5	Amendment to the Bylaws of the Registrant (as of December 14, 2009) (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on December 14, 2009).
Exhibit 4.1	Credit Agreement, dated May 27, 2011, by and among RockTenn Company, as borrower, Rock-Tenn Company of Canada/Compagnie Rock-Tenn du Canada, as Canadian borrower, certain subsidiaries of RockTenn from time to time party thereto, as guarantors, the lenders party thereto, Wells Fargo Bank, National Association, as administrative agent and collateral agent for the lenders, and Bank of America, N.A., acting through its Canada Branch, as Canadian administrative agent for the lenders (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on May 27, 2011).
Exhibit 4.2	Fourth Amended and Restated Credit and Security Agreement, dated as of May 27, 2011, among Rock-Tenn Financial, Inc., as Borrower, Rock-Tenn Converting Company, as Servicer, the Lenders and Co-Agents from time to time party hereto, and Coöperatieve Centrale Raiffeisen-Boerenleenbank B.A., "Rabobank Nederland", New York Branch, as Administrative Agent and as Funding Agent(incorporated by reference to Exhibit 10.2 of the Registrant's Current Report on Form 8-K filed on May 27, 2011).
Exhibit 4.3	Amendment No. 1 dated as of December 2, 2011, among Rock-Tenn Company (" <u>RockTenn</u> "), as borrower, Rock-Tenn Company of Canada/Compagnie Rock-Tenn du Canada, as Canadian borrower (together with RockTenn, the " <u>Borrowers</u> "), certain subsidiaries of RockTenn from time to time party thereto, as guarantors, the lenders party thereto, as lenders (the " <u>Lenders</u> "), Wells Fargo Bank, National Association, as administrative agent for the Lenders, and Bank of America, N.A., acting through its Canada Branch, as Canadian administrative agent for the Lenders, to the Credit Agreement dated as of May 27, 2011, by and among the Borrowers, certain subsidiaries of RockTenn from time to time party thereto, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent and collateral agent for such lenders, and Bank of America, N.A., acting through its Canada Branch, as Canadian administrative agent for such lenders (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on December 2, 2011).
Exhibit 4.4	Amendment No. 2 dated as of March 30, 2012, among Rock-Tenn Company ("RockTenn"), as borrower, Rock-Tenn Company of Canada/Compagnie Rock-Tenn du Canada, as Canadian borrower (together with RockTenn, the "Borrowers"), the lenders party thereto, as lenders (the "Lenders"), Wells Fargo Bank, National Association, as administrative agent for the Lenders, and Bank of America, N.A., acting through its Canada Branch, as

Canadian administrative agent for the Lenders, to the Credit Agreement dated as of May 27, 2011, as amended by Amendment No. 1 dated as of December 2, 2011, by and among the Borrowers, certain subsidiaries of RockTenn from time to time party thereto, the lenders from time to time party thereto, Wells Fargo Bank, National Association, as administrative agent and collateral agent for such lenders, and Bank of America, N.A., acting through its Canada Branch, as Canadian administrative agent for such lenders (incorporated by reference to Exhibit 10.1 of the Registrant's Current Report on Form 8-K filed on March 30, 2012).

Exhibit 10.1	Amended and Restated Rock-Tenn Company 2004 Incentive Stock Plan Effective as of January 27, 2012.
Exhibit 31.1	Certification Accompanying Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by James A. Rubright, Chairman of the Board and Chief Executive Officer of Rock-Tenn Company.
Exhibit 31.2	Certification Accompanying Periodic Report Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by Steven C. Voorhees, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Rock-Tenn Company.
Exhibit 101.INS	XBRL Instance Document.
Exhibit 101.SCH	XBRL Taxonomy Extension Schema.
Exhibit 101.CAL	XBRL Taxonomy Extension Calculation Linkbase.
Exhibit 101.DEF	XBRL Taxonomy Definition Label Linkbase.
Exhibit 101.LAB	XBRL Taxonomy Extension Label Linkbase.
Exhibit 101.PRE	XBRL Taxonomy Extension Presentation Linkbase.

Additional Exhibits

In accordance with SEC Release No. 33-8238, Exhibit 32.1 is to be treated as “accompanying” this report rather than “filed” as part of the report.

Exhibit 32.1	Certification Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by James A. Rubright, Chairman of the Board and Chief Executive Officer of Rock-Tenn Company, and by Steven C. Voorhees, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of Rock-Tenn Company.
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ROCK-TENN COMPANY
AMENDED AND RESTATED 2004 INCENTIVE STOCK PLAN

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§ 1.

BACKGROUND AND PURPOSE

The purpose of this Plan is to promote the interest of the Company by authorizing the Committee to grant Options and Stock Appreciation Rights and to make Stock Grants, Stock Unit Grants and Cash Bonus Incentives to Eligible Employees and Directors in order (1) to attract and retain Eligible Employees and Directors, (2) to provide an additional incentive to each Eligible Employee or Director to work to increase the value of Stock and (3) to provide each Eligible Employee or Director with a stake in the future of the Company which corresponds to the stake of each of the Company's shareholders. This Plan amends and restates the original 2004 Incentive Stock Plan of the Company as of January 27, 2012.

§ 2.

DEFINITIONS

2.1 Affiliate -- means any organization (other than a Subsidiary) that would be treated as under common control with the Company under § 414(c) of the Code if "50 percent" were substituted for "80 percent" in the income tax regulations under § 414(c) of the Code.

2.2 Board -- means the Board of Directors of the Company.

2.3 Cash Bonus Incentive -- means a cash bonus incentive, which is granted under Section 9.5.

2.4 Cash Bonus Incentive Certificate -- means the certificate (whether in electronic or written form) which sets forth the terms and conditions of a Cash Bonus Incentive granted under this Plan.

2.5 Change Effective Date -- means either the date which includes the "closing" of the transaction which makes a Change in Control effective if the Change in Control is made effective through a transaction which has a "closing" or the date a Change in Control is reported in accordance with applicable law as effective to the Securities and Exchange Commission if the Change in Control is made effective other than through a transaction which has a "closing".

2.6 Change in Control -- means a change in control of the Company of a nature that would be required to be reported in response to Item 6(e) of Schedule 14A of Regulation 14A promulgated under the 1934 Act as in effect at the time of such "change in control", provided that such a change in control shall be deemed to have occurred at such time as

- (a) any "person" (as that term is used in Sections 13(d) and 14(d)(2) of the 1934 Act), is or becomes the beneficial owner (as defined in Rule 13d-3 under the 1934 Act) directly or indirectly, of securities representing 20% or more of the combined voting power for election of directors of the then outstanding securities of the Company or any successor to the Company;
- (b) during any period of two consecutive years or less, individuals who at the beginning of such period constitute the Board cease, for any reason, to constitute at least a majority of the Board, unless the election or nomination for election of each new director was approved by a vote of at least two-thirds of the directors then still in office who were directors at the beginning of the period;
- (c) the consummation of any reorganization, merger, consolidation or share exchange which results in the common stock of the Company being changed, converted or exchanged into or for securities of another corporation (other than a merger with a wholly-owned subsidiary of the Company) or any dissolution or liquidation of the Company or any sale or the disposition of 50% or more of the assets or business of the Company; or
- (d) the consummation of any reorganization, merger, consolidation or share exchange unless (A) the persons who were the beneficial owners of the outstanding shares of the common stock of the Company immediately before the consummation of such transaction beneficially own more than 50% of the outstanding shares of the common stock of the successor or survivor corporation in such transaction immediately following the consummation of such transaction and (B) the number of shares of the common stock of such successor or survivor corporation beneficially owned by the persons described in § 2.4(d)(A) immediately following the consummation of such transaction is beneficially owned by each such person in substantially the same proportion that each such person had beneficially owned shares of the Company common stock immediately before the consummation of such transaction, provided (C) the percentage described in § 2.4(d)(A) of the beneficially owned shares of the successor or survivor corporation and the number described in § 2.4 (d)(B) of the beneficially owned shares of the successor or survivor corporation shall be determined exclusively by reference to the shares of the successor or survivor corporation which result from the beneficial ownership of shares of common stock of the Company by the

persons described in § 2.4(d)(A) immediately before the consummation of such transaction.

2.7 Code -- means the Internal Revenue Code of 1986, as amended.

2.8 Committee -- means a committee of the Board which shall have at least 2 members, each of whom shall be appointed by and shall serve at the pleasure of the Board and shall come within the definition of a "non-employee director" under Rule 16b-3 and an "outside director" under § 162(m) of the Code.

2.9 Company -- means Rock-Tenn Company and any successor to Rock-Tenn Company.

2.10 Director -- means any member of the Board who is not an employee of the Company or a Parent or Subsidiary or affiliate (as such term is defined in Rule 405 of the 1933 Act) of the Company.

2.11 Eligible Employee -- means an employee of the Company or any Subsidiary or Parent or Affiliate to whom the Committee decides for reasons sufficient to the Committee to make a grant under this Plan. For purposes of the Plan, an employee of any single-member limited liability company that is disregarded as a separate entity for federal income tax purposes will be considered to be employed by the entity that owns such limited liability company.

2.12 Fair Market Value -- means either (a) the closing price on any date for a share of Stock as reported by The Wall Street Journal or, if The Wall Street Journal no longer reports such closing price, such closing price as reported by a newspaper or trade journal selected by the Committee or, if no such closing price is available on such date, (b) such closing price as so reported in accordance with § 2.10(a) for the immediately preceding business day, or, if no newspaper or trade journal reports such closing price or if no such price quotation is available, (c) the price which the Committee acting in good faith determines through any reasonable valuation method that a share of Stock might change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the relevant facts.

2.13 ISO -- means an option granted under this Plan to purchase Stock which is intended to satisfy the requirements of § 422 of the Code.

2.14 1933 Act -- means the Securities Act of 1933, as amended.

2.15 1934 Act -- means the Securities Exchange Act of 1934, as amended.

2.16 Non-ISO -- means an option granted under this Plan to purchase Stock which is intended to fail to satisfy the requirements of § 422 of the Code.

2.17 Option -- means an ISO or a Non-ISO which is granted under § 7.

2.18 Option Certificate -- means the certificate (whether in electronic or written form) which sets forth the terms and conditions of an Option granted under this Plan.

2.19 Option Price -- means the price which shall be paid to purchase one share of Stock upon the exercise of an Option granted under this Plan.

2.20 Parent -- means any corporation which is a parent corporation (within the meaning of § 424(e) of the Code) of the Company.

2.21 Plan -- means this Amended and Restated Rock-Tenn Company 2004 Incentive Stock Plan as effective as of the date approved by the shareholders of the Company on January 27, 2012 and as amended from time to time thereafter.

2.22 Preexisting Plan -- means the following plan, as such plan has been amended from time to time up to the date this Plan is effective: the 2000 Rock-Tenn Company Incentive Stock Plan.

2.23 Rule 16b-3 -- means the exemption under Rule 16b-3 to Section 16(b) of the 1934 Act or any successor to such rule.

2.24 SAR Value -- means the value assigned by the Committee to a share of Stock in connection with the grant of a Stock Appreciation Right under § 8.

2.25 Stock -- means the Class A common stock of the Company.

2.26 Stock Appreciation Right -- means a right which is granted under § 8 to receive the appreciation in a share of Stock.

2.27 Stock Appreciation Right Certificate -- means the certificate (whether in electronic or written form) which sets forth the terms and conditions of a Stock Appreciation Right which is not granted as part of an Option.

2.28 Stock Grant -- means a grant under § 9 which is designed to result in the issuance of the number of shares of Stock described in such grant rather than a payment in cash based on the Fair Market Value of such shares of Stock.

2.29 Stock Grant Certificate -- means the certificate (whether in electronic or written form) which sets forth the terms and conditions of a Stock Grant or a Stock Unit Grant.

2.30 Stock Unit Grant -- means a grant under § 9 which is designed to result in the payment of cash based on the Fair Market Value of the number of shares of Stock described in such grant rather than the issuance of the number of shares of Stock described in such grant.

2.31 Subsidiary -- means a corporation which is a subsidiary corporation (within the meaning of § 424(f) of the Code) of the Company. For purposes of the Plan, a “corporation” includes any noncorporate entity that is treated as a corporation under §7701 of the Code.

2.32 Ten Percent Shareholder -- means a person who owns (after taking into account the attribution rules of § 424(d) of the Code) more than ten percent of the total combined voting power of all classes of stock of either the Company, a Subsidiary or Parent.

§ 3.

SHARES AND GRANT LIMITS

3.1 Shares Reserved . There shall (subject to § 13) be reserved for issuance under this Plan (a) 7,400,000 shares of Stock plus (b) the number of shares of Stock which would remain available for issuance under each Preexisting Plan if shares were issued on the effective date of this Plan sufficient to satisfy grants then outstanding under such plan plus (c) the number of shares of Stock subject to grants under any Preexisting Plan which are outstanding on the effective date of this Plan and which are forfeited or expire on or after such effective date in accordance with the terms of such grants; provided, however, (d) no more than the number of shares of Stock described in § 3.1(a) shall be issued in connection with the exercise of ISOs and (e) nothing in this Plan shall affect any grants under any Preexisting Plan which are outstanding on the effective date of this Plan until such time, if any, that any shares of Stock subject to such grants are forfeited or grants respecting any shares of Stock expire on or after such effective date in accordance with the terms of such grants.

3.2 Source of Shares . The shares of Stock described in § 3.1 shall be reserved to the extent that the Company deems appropriate from authorized but unissued shares of Stock and from shares of Stock which have been reacquired by the Company. All shares of Stock described in § 3.1 shall remain available for issuance under this Plan until issued pursuant to the exercise of an Option or a Stock Appreciation Right or issued pursuant to a Stock Grant, and any such shares of stock which are issued pursuant to an Option, a Stock Appreciation Right or a Stock Grant which are forfeited thereafter shall again become available for issuance under this Plan. If the Option Price under an Option is paid in whole or in part in shares of Stock, if shares of Stock are tendered to or withheld by the Company in satisfaction of any condition to a Stock Grant, or if shares of Stock are tendered to or withheld by the

Company to satisfy any tax withholding under § 16.3, such shares thereafter shall not become available for issuance under this Plan. Finally, if shares are issued pursuant to the exercise of a Stock Appreciation Right, the number of shares deemed issued upon such exercise for purposes of this § 3.2 shall be the full number of shares with respect to which appreciation is measured under the exercised Stock Appreciation Right.

3.3 Use of Proceeds . The proceeds which the Company receives from the sale of any shares of Stock under this Plan shall be used for general corporate purposes and shall be added to the general funds of the Company.

3.4 Grant Limits . No Eligible Employee or Director in any calendar year shall be granted an Option to purchase (subject to § 13) more than 500,000 shares of Stock or a Stock Appreciation Right based on the appreciation with respect to (subject to § 13) more than 500,000 shares of Stock, and no Stock Grant or Stock Unit Grant shall be made to any Eligible Employee or Director in any calendar year where the Fair Market Value of the Stock subject to such grant on the date of the grant exceeds \$5,000,000. If the Committee pays a cash bonus to an Eligible Employee or Director pursuant to a Cash Bonus Incentive granted under § 9.5(a), such cash bonus paid in any calendar year to any individual shall not exceed \$5,000,000.

3.5 Preexisting Plan . No grants shall be made under any Preexisting Plan on or after the date this Plan becomes effective.

§ 4.

EFFECTIVE DATE

The effective date of this Plan shall be the date the shareholders of the Company (acting at a duly called meeting of such shareholders) approve the adoption of this Plan, as amended and restated herein.

§ 5.

COMMITTEE

This Plan shall be administered by the Committee. The Committee acting in its absolute discretion shall exercise such powers and take such action as expressly called for under this Plan and, further, the Committee shall have the power to interpret this Plan and (subject to § 14 and § 15 and Rule 16b-3) to take such other action in the administration and operation of this Plan as the Committee deems equitable under the circumstances, which action shall be binding on the Company, on each affected Eligible Employee or Director and on each other person directly or indirectly affected by such action. Furthermore, the Committee as a condition to making any grant under this Plan

to any Eligible Employee or Director shall have the right to require him or her to execute an agreement which makes the Eligible Employee or Director subject to non-competition provisions and other restrictive covenants which run in favor of the Company.

§ 6.

ELIGIBILITY

Only Eligible Employees who are employed by the Company or a Subsidiary or Parent shall be eligible for the grant of ISOs under this Plan. All Eligible Employees and all Directors shall be eligible for the grant of Non-ISOs and Stock Appreciation Rights and for Stock Grants, Stock Unit Grants and Cash Bonus Incentives under this Plan.

§ 7.

OPTIONS

7.1 Committee Action . The Committee acting in its absolute discretion shall have the right to grant Options to Eligible Employees and to Directors under this Plan from time to time to purchase shares of Stock, but the Committee shall not (subject to § 13) take any action, whether through amendment, cancellation, replacement grants, or any other means, to reduce the Option Price of any outstanding Options absent approval of the Company's shareholders or to effect a cash buyout of any outstanding Option which has an Option Price per share in excess of the then Fair Market Value per share. Each grant of an Option to an Eligible Employee or Director shall be evidenced by an Option Certificate, and each Option Certificate shall set forth whether the Option is an ISO or a Non-ISO and shall set forth such other terms and conditions of such grant as the Committee acting in its absolute discretion deems consistent with the terms of this Plan; however, (a) if the Committee grants an ISO and a Non-ISO to an Eligible Employee on the same date, the right of the Eligible Employee to exercise the ISO shall not be conditioned on his or her failure to exercise the Non-ISO and (b) if the only condition to exercise of the Option is the completion of a period of service, such period of service shall be no less than the one (1) year period which starts on the date as of which the Option is granted unless the Committee determines that a shorter period of service (or no period of service) better serves the Company's interest.

7.2 \$100,000 Limit . No Option shall be treated as an ISO to the extent that the aggregate Fair Market Value of the Stock subject to the Option which would first become exercisable in any calendar year exceeds \$100,000. Any such excess shall instead automatically be treated as a Non-ISO. The Committee shall interpret and administer the ISO limitation set forth in this § 7.2 in accordance with § 422(d) of the Code, and the Committee shall treat this § 7.2 as in effect only for those periods for which § 422(d) of the Code is in effect.

7.3 Option Price. The Option Price for each share of Stock subject to an Option shall be no less than the Fair Market Value of a share of Stock on the date the Option is granted; provided, however, if the Option is an ISO granted to an Eligible Employee who is a Ten Percent Shareholder, the Option Price for each share of Stock subject to such ISO shall be no less than 110% of the Fair Market Value of a share of Stock on the date such ISO is granted.

7.4 Payment. The Option Price shall be payable in full upon the exercise of any Option and, at the discretion of the Committee, an Option Certificate can provide for the payment of the Option Price either (a) in cash, or (b) by check, or (c) in Stock which is acceptable to the Committee, or (d) through any cashless exercise procedure which is effected by an unrelated broker through a sale of Stock in the open market and which is acceptable to the Committee, or (e) through any cashless exercise procedure which is acceptable to the Committee, or (f) in any combination of such forms of payment. Any payment made in Stock shall be treated as equal to the Fair Market Value of such Stock on the date the certificate for such Stock (or proper evidence of such certificate) is presented to the Committee or its delegate in such form as acceptable to the Committee. Any method for the payment of the Option Price permitted pursuant to this § 7.4 may be used for the payment of any withholding requirements under § 16.3. Each Option Certificate shall be deemed to include the right to pay the Option Price in accordance with the procedure described in § 7.4(c) or § 7.4(e).

7.5 Exercise.

- (a) Exercise Period. Each Option granted under this Plan shall be exercisable in whole or in part at such time or times as set forth in the related Option Certificate, but no Option Certificate shall make an Option exercisable on or after the earlier of
 - (1) the date which is the fifth anniversary of the date the Option is granted, if the Option is an ISO and the Eligible Employee is a Ten Percent Shareholder on the date the Option is granted, or
 - (2) the date which is the tenth anniversary of the date the Option is granted, if the Option is (a) a Non-ISO or (b) an ISO which is granted to an Eligible Employee who is not a Ten Percent Shareholder on the date the Option is granted.
- (b) Termination of Status as Eligible Employee or Director. Subject to § 7.5(a), an Option Certificate may provide for the

exercise of an Option after an Eligible Employee's or a Director's status as such has terminated for any reason whatsoever, including death or disability.

§ 8.

STOCK APPRECIATION RIGHTS

8.1 Committee Action. The Committee acting in its absolute discretion shall have the right to grant Stock Appreciation Rights to Eligible Employees and to Directors under this Plan from time to time, and each Stock Appreciation Right grant shall be evidenced by a Stock Appreciation Right Certificate or, if such Stock Appreciation Right is granted as part of an Option, shall be evidenced by the Option Certificate for the related Option.

8.2 Terms and Conditions.

- (a) Stock Appreciation Right Certificate. If a Stock Appreciation Right is granted independent of an Option, such Stock Appreciation Right shall be evidenced by a Stock Appreciation Right Certificate, and such certificate shall set forth the number of shares of Stock on which the Eligible Employee's or Director's right to appreciation shall be based and the SAR Value of each share of Stock. Such SAR Value shall be no less than the Fair Market Value of a share of Stock on the date that the Stock Appreciation Right is granted. The Stock Appreciation Right Certificate shall set forth such other terms and conditions for the exercise of the Stock Appreciation Right as the Committee deems appropriate under the circumstances, but no Stock Appreciation Right Certificate shall make a Stock Appreciation Right exercisable on or after the date which is the tenth anniversary of the date such Stock Appreciation Right is granted.
- (b) Option Certificate. If a Stock Appreciation Right is granted together with an Option, such Stock Appreciation Right shall be evidenced by an Option Certificate, the number of shares of Stock on which the Eligible Employee's or Director's right to appreciation shall be based shall be the same as the number of shares of Stock subject to the related Option, and the SAR Value for each such share of Stock shall be no less than the Option Price under the related Option. Each such Option Certificate shall provide that the exercise of the Stock Appreciation Right with respect to any share of Stock shall cancel the Eligible Employee's or Director's right to exercise his or her Option with respect to such share and, conversely, that

the exercise of the Option with respect to any share of Stock shall cancel the Eligible Employee's or Director's right to exercise his or her Stock Appreciation Right with respect to such share. A Stock Appreciation Right which is granted as part of an Option shall be exercisable only while the related Option is exercisable. The Option Certificate shall set forth such other terms and conditions for the exercise of the Stock Appreciation Right as the Committee deems appropriate under the circumstances.

- (c) Minimum Period of Service . If the only condition to exercise of a Stock Appreciation Right is the completion of a period of service, such period of service shall be no less than the one (1) year period which starts on the date as of which the Stock Appreciation Right is granted unless the Committee determines that a shorter period of service (or no period of service) better serves the Company's interest.

8.3 Exercise . A Stock Appreciation Right shall be exercisable only when the Fair Market Value of a share of Stock on which the right to appreciation is based exceeds the SAR Value for such share, and the payment due on exercise shall be based on such excess with respect to the number of shares of Stock to which the exercise relates. An Eligible Employee or Director upon the exercise of his or her Stock Appreciation Right shall receive a payment from the Company in cash or in Stock issued under this Plan, or in a combination of cash and Stock, and the number of shares of Stock issued shall be based on the Fair Market Value of a share of Stock on the date the Stock Appreciation Right is exercised. The Committee acting in its absolute discretion shall have the right to determine the form and time of any payment under this § 8.3.

§ 9.

STOCK GRANTS

9.1 Committee Action . The Committee acting in its absolute discretion shall have the right to make Stock Grants and Stock Unit Grants to Eligible Employees and to Directors. Each Stock Grant and each Stock Unit Grant shall be evidenced by a Stock Grant Certificate, and each Stock Grant Certificate shall set forth the conditions, if any, under which Stock will be issued under the Stock Grant or cash will be paid under the Stock Unit Grant and the conditions under which the Eligible Employee's or Director's interest in any Stock which has been issued will become non-forfeitable.

- 9.2 Conditions .

- (a) Conditions to Issuance of Stock. The Committee acting in its absolute discretion may make the issuance of Stock under a Stock Grant subject to the satisfaction of one, or more than one, condition which the Committee deems appropriate under the circumstances for Eligible Employees or Directors generally or for an Eligible Employee or a Director in particular, and the related Stock Grant Certificate shall set forth each such condition and the deadline for satisfying each such condition. Stock subject to a Stock Grant shall be issued in the name of an Eligible Employee or Director only after each such condition, if any, has been timely satisfied, and any Stock which is so issued shall be held by the Company pending the satisfaction of the forfeiture conditions, if any, under § 9.2(b) for the related Stock Grant.
- (b) Conditions on Forfeiture of Stock or Cash Payment. The Committee acting in its absolute discretion may make any cash payment due under a Stock Unit Grant or Stock issued in the name of an Eligible Employee or Director under a Stock Grant non-forfeitable subject to the satisfaction of one, or more than one, objective employment, performance or other condition that the Committee acting in its absolute discretion deems appropriate under the circumstances for Eligible Employees or Directors generally or for an Eligible Employee or a Director in particular, and the related Stock Grant Certificate shall set forth each such condition, if any, and the deadline, if any, for satisfying each such condition. An Eligible Employee's or a Director's non-forfeitable interest in the shares of Stock underlying a Stock Grant or the cash payable under a Stock Unit Grant shall depend on the extent to which he or she timely satisfies each such condition. If a share of Stock is issued under this § 9.2(b) before an Eligible Employee's or Director's interest in such share of Stock is non-forfeitable, (1) such share of Stock shall not be available for re-issuance under § 3 until such time, if any, as such share of Stock thereafter is forfeited as a result of a failure to timely satisfy a forfeiture condition and (2) the Company shall have the right to condition any such issuance on the Eligible Employee or Director first signing an irrevocable stock power in favor of the Company with respect to the forfeitable shares of Stock issued to such Eligible Employee or Director in order for the Company to effect any forfeiture called for under the related Stock Grant Certificate.
- (c) Minimum Period of Service. If the only condition to the forfeiture of a Stock Grant or a Stock Unit Grant is the completion of a period of service, such period of service shall be no less than the three

(3) year period which starts on the date as of which the Stock Grant or Stock Unit Grant is made unless the Committee determines that a shorter period of service (or no period of service) better serves the Company's interest.

9.3 Dividends, Voting Rights and Creditor Status .

- (a) Cash Dividends . Except as otherwise set forth in a Stock Grant Certificate, if a dividend is paid in cash on a share of Stock after such Stock has been issued under a Stock Grant but before the first date that an Eligible Employee's or a Director's interest in such Stock (1) is forfeited completely or (2) becomes completely non-forfeitable, the Company shall pay such cash dividend directly to such Eligible Employee or Director.
- (b) Stock Dividends . If a dividend is paid on a share of Stock in Stock after such Stock has been issued under a Stock Grant but before the first date that an Eligible Employee's or a Director's interest in such Stock (1) is forfeited completely or (2) becomes completely non-forfeitable, the Company shall hold such dividend Stock subject to the same conditions under § 9.2(b) as the related Stock Grant.
- (c) Other . If a dividend (other than a dividend described in § 9.3(a) or § 9.3(b)) is paid with respect to a share of Stock after such Stock has been issued under a Stock Grant but before the first date that an Eligible Employee's or a Director's interest in such Stock (1) is forfeited completely or (2) becomes completely non-forfeitable, the Company shall distribute or hold such dividend in accordance with such rules as the Committee shall adopt with respect to each such dividend.
- (d) Voting . Except as otherwise set forth in a Stock Grant Certificate, an Eligible Employee or a Director shall have the right to vote the Stock issued under his or her Stock Grant during the period which comes after such Stock has been issued under a Stock Grant but before the first date that an Eligible Employee's or Director's interest in such Stock (1) is forfeited completely or (2) becomes completely non-forfeitable.
- (e) General Creditor Status . Each Eligible Employee and each Director to whom a Stock Unit grant is made shall be no more than a general and unsecured creditor of the Company with respect to any cash payable under such Stock Unit Grant.

9.4 Satisfaction of Forfeiture Conditions. A share of Stock shall cease to be subject to a Stock Grant at such time as an Eligible Employee's or a Director's interest in such Stock becomes non-forfeitable under this Plan, and the certificate or other evidence of ownership representing such share shall be transferred to the Eligible Employee or Director as soon as practicable thereafter.

9.5 Performance Based Grants and Cash Bonus Alternatives .

- (a) General. The Committee shall (where the Committee under the circumstances deems in the Company's best interest) either (1) make Stock Grants and Stock Unit Grants or, as an alternative to Stock Grants or Stock Unit Grants, grant Cash Bonus Incentives to Eligible Employees subject to at least one condition related to one, or more than one, performance goal based on the performance goals described in § 9.5(b) which seems likely to result in the Stock Grant or Stock Unit Grant or Cash Bonus Incentive qualifying as "performance-based compensation" under § 162(m) of the Code or (2) make Stock Grants or Stock Unit Grants or grant Cash Bonus Incentives under such other circumstances as the Committee deems likely to result in an income tax deduction for the Company with respect to such Stock Grant or Stock Unit Grant or Cash Bonus Incentive. Each grant of a Cash Bonus Incentive to an Eligible Employee or Director shall be evidenced by a Cash Bonus Incentive Certificate
- (b) Performance Goals. A performance goal is described in this § 9.5(b) if such goal relates to (1) the Company's return over capital costs or increases in return over capital costs, (2) the Company's return on invested capital or increases in return on invested capital, (3) the Company's operating performance or operating performance improvement, (4) the Company's safety record, (5) the Company's customer satisfaction survey, (6) the Company's total earnings or the growth in such earnings, (7) the Company's consolidated earnings or the growth in such earnings, (8) the Company's earnings per share or the growth in such earnings, (9) the Company's net earnings or income or the growth in such earnings or income, (10) the Company's earnings before interest expense, taxes, depreciation, amortization and other non-cash items or the growth in such earnings, (11) the Company's earnings before interest and taxes or the growth in such earnings, (12) the Company's consolidated net income or the growth in such income, (13) the value of the Company's common stock or the growth in such value, (14) the Company's stock price or the growth in such

price, (15) the weight or volume of paperboard or containerboard produced or converted by the Company, (16) the Company's return on assets or the growth on such return, (17) the Company's cash flow or the growth in such cash flow, (18) the Company's total shareholder return or the growth in such return, (19) the Company's expenses or the reduction of such expenses, (20) the Company's sales or sales growth; (21) the Company's overhead ratios or changes in such ratios, (22) the Company's expense-to-sales ratios or the changes in such ratios, or (23) the Company's economic value added or changes in such value added. The performance goals for the participants will (as the Committee deems appropriate) be based on criteria related to company-wide performance, division-specific or other business unit-specific performance (where the Committee can apply the business criteria on such basis), plant or facility-specific performance, department-specific performance, personal goal performance or any combination of the performance-based criteria.

- (c) Alternative Goals . A performance goal under this § 9.5 may be set in any manner determined by the Committee, including looking to achievement on an absolute or relative basis in relation to peer groups or indexes. Further, the Committee may express any goal in alternatives, or in a range of alternatives, as the Committee deems appropriate or helpful, such as including or excluding (1) any acquisitions or dispositions, restructurings, discontinued operations, extraordinary items, and other unusual or non-recurring charges, (2) any event either not directly related to the operations of the Company or not within the reasonable control of the Company's management, or (3) the effects of tax or accounting changes in accordance with U.S. generally accepted accounting principles.

§ 10.

NON-TRANSFERABILITY

No Option, Stock Grant, Stock Unit Grant, Stock Appreciation Right or Cash Bonus Incentive shall (absent the Committee's consent) be transferable by an Eligible Employee or a Director other than by will or by the laws of descent and distribution, and any Option or Stock Appreciation Right shall (absent the Committee's consent) be exercisable during an Eligible Employee's or Director's lifetime only by the Eligible Employee or Director. The person or persons to whom an Option, Stock Grant, Stock Unit Grant, Stock Appreciation Right or Cash Bonus Incentive is transferred by

will or by the laws of descent and distribution (or with the Committee's consent) thereafter shall be treated as the Eligible Employee or Director.

§ 11.

SECURITIES REGISTRATION

As a condition to the receipt of shares of Stock under this Plan, the Eligible Employee or Director shall, if so requested by the Company, agree to hold such shares of Stock for investment and not with a view of resale or distribution to the public and, if so requested by the Company, shall deliver to the Company a written statement satisfactory to the Company to that effect. Furthermore, if so requested by the Company, the Eligible Employee or Director shall make a written representation to the Company that he or she will not sell or offer for sale any of such Stock unless a registration statement shall be in effect with respect to such Stock under the 1933 Act and any applicable state securities law or he or she shall have furnished to the Company an opinion in form and substance satisfactory to the Company of legal counsel satisfactory to the Company that such registration is not required. Certificates or other evidence of ownership representing the Stock transferred upon the exercise of an Option or Stock Appreciation Right or upon the lapse of the forfeiture conditions, if any, on any Stock Grant may at the discretion of the Company bear a legend to the effect that such Stock has not been registered under the 1933 Act or any applicable state securities law and that such Stock cannot be sold or offered for sale in the absence of an effective registration statement as to such Stock under the 1933 Act and any applicable state securities law or an opinion in form and substance satisfactory to the Company of legal counsel satisfactory to the Company that such registration is not required.

§ 12.

LIFE OF PLAN

No Option or Stock Appreciation Right shall be granted or Stock Grant, Stock Unit Grant or Cash Bonus Incentive made under this Plan on or after the earlier of:

- (1) the tenth anniversary of the effective date of this Plan (as determined under § 4), in which event this Plan otherwise thereafter shall continue in effect until all outstanding Options, Stock Appreciation Rights and Cash Bonus Incentives have been exercised in full or no longer are exercisable and all Stock issued under any Stock Grants

under this Plan have been forfeited or have become non-forfeitable, or

- (2) the date on which all of the Stock reserved under § 3 has (as a result of the exercise of Options or Stock Appreciation Rights granted under this Plan or the satisfaction of the forfeiture conditions, if any, on Stock Grants) been issued or no longer is available for use under this Plan, in which event this Plan also shall terminate on such date.

§ 13.

ADJUSTMENT

13.1 Capital Structure . The grant caps described in § 3.4, the number, kind or class (or any combination thereof) of shares of Stock subject to outstanding Options and Stock Appreciation Rights granted under this Plan and the Option Price of such Options and the SAR Value of such Stock Appreciation Rights as well as the number, kind or class (or any combination thereof) of shares of Stock subject to outstanding Stock Grants and Stock Unit Grants made under this Plan shall be adjusted by the Committee in a reasonable and equitable manner to preserve immediately after

- (a) any equity restructuring or change in the capitalization of the Company, including, but not limited to, spin offs, stock dividends, large non-reoccurring dividends, rights offerings or stock splits, or
- (b) any other transaction described in § 424(a) of the Code which does not constitute a Change in Control of the Company

the aggregate intrinsic value of each such outstanding Option, Stock Appreciation Right, Stock Grant and Stock Unit Grant immediately before such restructuring or recapitalization or other transaction.

13.2 Available Shares . If any adjustment is made with respect to any outstanding Option, Stock Appreciation Right, Stock Grant or Stock Unit Grant under § 13.1, then the Committee shall adjust the number, kind or class (or any combination thereof) of shares of Stock reserved under § 3.1 so that there is a sufficient number, kind and class of shares of Stock available for issuance pursuant to each such Option, Stock Appreciation Right, Stock Grant and Stock Unit Grant as adjusted under § 13.1 without seeking the approval of the Company's shareholders for such adjustment unless such approval is required under applicable law or the rules of the stock exchange on which shares of Stock are traded. Furthermore, the Committee shall have the absolute discretion to further adjust such number, kind or class (or any combination thereof) of shares of Stock reserved under § 3.1 in light of any of the events described in § 13.1(a) and § 13.1 (b) to the extent the Committee acting in good faith determinates that a

further adjustment would be appropriate and proper under the circumstances and in keeping with the purposes of this Plan without seeking the approval of the Company's shareholders for such adjustment unless such approval is required under applicable law or the rules of the stock exchange on which shares of Stock are traded.

13.3 Transactions Described in § 424 of the Code . If there is a corporate transaction described in § 424(a) of the Code which does not constitute a Change in Control of the Company, the Committee as part of any such transaction shall have the right to make Stock Grants, Stock Unit Grants and Option and Stock Appreciation Right grants (without regard to any limitations set forth under 3.4 of this Plan) to effect the assumption of, or the substitution for, outstanding stock grants, stock unit grants and option and stock appreciation right grants previously made by any other corporation to the extent that such corporate transaction calls for such substitution or assumption of such outstanding stock grants, stock unit grants and stock option and stock appreciation right grants. Furthermore, if the Committee makes any such grants as part of any such transaction, the Committee shall have the right to increase the number of shares of Stock available for issuance under § 3.1 by the number of shares of Stock subject to such grants without seeking the approval of the Company's shareholders for such adjustment unless such approval is required under applicable law or the rules of the stock exchange on which shares of Stock are traded.

13.4 Fractional Shares . If any adjustment under this § 13 would create a fractional share of Stock or a right to acquire a fractional share of Stock under any Option, Stock Appreciation Right or Stock Grant, such fractional share shall be disregarded and the number of shares of Stock reserved under this Plan and the number subject to any Options or Stock Appreciation Right grants and Stock Grants shall be the next lower number of shares of Stock, rounding all fractions downward. An adjustment made under this § 13 by the Committee shall be conclusive and binding on all affected persons.

§ 14.

CHANGE IN CONTROL

If there is a Change in Control of the Company, then as of the Change Effective Date for such Change in Control any and all conditions to the exercise of all outstanding Options and Stock Appreciation Rights on such date and any and all outstanding issuance and forfeiture conditions on any Stock Grants, Stock Unit Grants and Cash Bonus Incentives on such date automatically shall be deemed 100% satisfied as of such Change Effective Date, and the Board shall have the right (to the extent expressly required as part of such transaction) to cancel such Options, Stock Appreciation Rights, Stock Grants, Stock Unit Grants and Cash Bonus Incentives after providing each Eligible Employee and Director a reasonable period to exercise his or her Options, Stock Appreciation Rights and Cash Bonus Incentives and to take such

other action as necessary or appropriate to receive the Stock subject to any Stock Grants and the cash payable under any Stock Unit Grants or Cash Bonus Incentives; provided, if any issuance or forfeiture condition described in this § 14 relates to satisfying any performance goal, such issuance or forfeiture condition shall be deemed satisfied under this § 14 at the maximum payout, unless (i) the period during which the performance goal is to be measured has ended before the Change Effective Date, in which event such issuance or forfeiture condition shall be based on the actual performance level achieved during the measurement period, or (ii) the applicable award certificate or other relevant award document provides otherwise.

§ 15.

AMENDMENT OR TERMINATION

This Plan may be amended by the Board from time to time to the extent that the Board deems necessary or appropriate; provided, however, (a) no amendment shall be made absent the approval of the shareholders of the Company to the extent such approval is required under applicable law or the rules of the stock exchange on which shares of Stock are listed and (b) no amendment shall be made to § 14 on or after the date of any Change in Control which might adversely affect any rights which otherwise would vest on the related Change Effective Date. The Board also may suspend granting Options or Stock Appreciation Rights or making Stock Grants, Stock Unit Grants or Cash Bonus Incentives under this Plan at any time and may terminate this Plan at any time; provided, however, the Board shall not have the right unilaterally to modify, amend or cancel any Option, Stock Appreciation Right granted or Stock Grant or Cash Bonus Incentive made before such suspension or termination unless (1) the Eligible Employee or Director consents in writing to such modification, amendment or cancellation or (2) there is a dissolution or liquidation of the Company or a transaction described in § 13.1 or § 14.

§ 16.

MISCELLANEOUS

16.1 Shareholder Rights. No Eligible Employee or Director shall have any rights as a shareholder of the Company as a result of the grant of an Option or a Stock Appreciation Right pending the actual delivery of the Stock subject to such Option or Stock Appreciation Right to such Eligible Employee or Director. An Eligible Employee's or a Director's rights as a shareholder in the shares of Stock which remain subject to forfeiture under § 9.2(b) shall be set forth in the related Stock Grant Certificate.

16.2 No Contract of Employment. The grant of an Option, a Stock Appreciation Right, a Stock Grant, Stock Unit Grant or Cash Bonus Incentive to an

Eligible Employee or Director under this Plan shall not constitute a contract of employment or a right to continue to serve on the Board and shall not confer on an Eligible Employee or Director any rights upon his or her termination of employment or service in addition to those rights, if any, expressly set forth in this Plan or the related Option Certificate, Stock Appreciation Right Certificate, Stock Grant Certificate or Cash Bonus Incentive Certificate.

16.3 Withholding. Each Option, Stock Appreciation Right, Stock Grant, Stock Unit Grant and Cash Bonus Incentive shall be made subject to the condition that the Eligible Employee or Director consents to whatever action the Committee directs to satisfy the minimum statutory federal and state tax withholding requirements, if any, which the Company determines are applicable to the exercise of such Option, Stock Appreciation Right or Cash Bonus Incentive or to the satisfaction of any forfeiture conditions with respect to Stock subject to a Stock Grant or Stock Unit Grant issued in the name of the Eligible Employee or Director. No withholding shall be effected under this Plan which exceeds the minimum statutory federal and state withholding requirements.

16.4 Construction. All references to sections (§) are to sections (§) of this Plan unless otherwise indicated. This Plan shall be construed under the laws of the State of Georgia. Each term set forth in § 2 shall, unless otherwise stated, have the meaning set forth opposite such term for purposes of this Plan and, for purposes of such definitions, the singular shall include the plural and the plural shall include the singular. Finally, if there is any conflict between the terms of this Plan and the terms of any Option Certificate, Stock Appreciation Right Certificate, Stock Grant Certificate or Cash Bonus Incentive Certificate, the terms of this Plan shall control.

16.5 Other Conditions. Each Option Certificate, Stock Appreciation Right Certificate or Stock Grant Certificate may require that an Eligible Employee or a Director (as a condition to the exercise of an Option or a Stock Appreciation Right or the issuance of Stock subject to a Stock Grant) enter into any agreement or make such representations prepared by the Company, including (without limitation) any agreement which restricts the transfer of Stock acquired pursuant to the exercise of an Option or a Stock Appreciation Right or a Stock Grant or provides for the repurchase of such Stock by the Company.

16.6 Rule 16b-3. The Committee shall have the right to amend any Option, Stock Grant, Stock Appreciation Right or Cash Bonus Incentive to withhold or otherwise restrict the transfer of any Stock or cash under this Plan to an Eligible Employee or Director as the Committee deems appropriate in order to satisfy any condition or requirement under Rule 16b-3 to the extent Rule 16 of the 1934 Act might be applicable to such grant or transfer.

16.7 Coordination with Employment Agreements and Other Agreements. If the Company enters into an employment agreement or other agreement with an Eligible Employee or Director which expressly provides for the acceleration in vesting of an outstanding Option, Stock Appreciation Right, Stock Grant, Stock Unit Grant or Cash Bonus Incentive or for the extension of the deadline to exercise any rights under an outstanding Option, Stock Appreciation Right, Stock Grant, Stock Unit Grant or Cash Bonus Incentive, any such acceleration or extension shall be deemed effected pursuant to, and in accordance with, the terms of such outstanding Option, Stock Appreciation Right, Stock Grant, Stock Unit Grant or Cash Bonus Incentive and this Plan even if such employment agreement or other agreement is first effective after the date the outstanding Option, Stock Appreciation Right or Cash Bonus Incentive was granted or the Stock Grant, Stock Unit Grant or Cash Bonus Incentive was made.

IN WITNESS WHEREOF, the Company has caused its duly authorized officer to execute this Plan to evidence its adoption of this Plan.

ROCK-TENN COMPANY

By: /s/ Steven C. Voorhees

Date: January 27, 2012

**CERTIFICATION ACCOMPANYING PERIODIC REPORT
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, James A. Rubright, Chairman of the Board and Chief Executive Officer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rock-Tenn 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.

Date: August 1, 2012

/s/ James A. Rubright

James A. Rubright

Chairman of the Board and Chief Executive Officer

A signed original of this written statement required by Section 302, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 302, has been provided to Rock-Tenn Company and will be retained by Rock-Tenn Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION ACCOMPANYING PERIODIC REPORT
PURSUANT TO SECTION 302
OF THE SARBANES-OXLEY ACT OF 2002**

I, Steven C. Voorhees, Executive Vice President, Chief Financial Officer, and Chief Administrative Officer, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Rock-Tenn 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.

Date: August 1, 2012

/s/ Steven C. Voorhees

Steven C. Voorhees

Executive Vice President, Chief Financial Officer, and Chief
Administrative Officer

A signed original of this written statement required by Section 302, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 302, has been provided to Rock-Tenn Company and will be retained by Rock-Tenn Company and furnished to the Securities and Exchange Commission or its staff upon request.

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Rock-Tenn Company (the “ **Corporation** ”), for the quarter ended June 30, 2012 , as filed with the Securities and Exchange Commission on the date hereof (the “ **Report** ”), the undersigned, James A. Rubright, Chairman of the Board and Chief Executive Officer of the Corporation, and Steven C. Voorhees, Executive Vice President, Chief Financial Officer and Chief Administrative Officer of the Corporation, each certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

/s/ James A. Rubright

James A. Rubright

Chairman of the Board and Chief Executive Officer

August 1, 2012

/s/ Steven C. Voorhees

Steven C. Voorhees

Executive Vice President, Chief Financial Officer and Chief Administrative Officer

August 1, 2012