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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 4, 2010

GRAPHIC PACKAGING HOLDING COMPANY

(Exact name of registrant as specified in its charter)

Delaware	**001-33988**	26-0405422
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

814 Livingston Court
Marietta, Georgia 30067
(Address of principal executive offices)
(Zip Code)

(770) 644-3000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION.

On November 4, 2010, Graphic Packaging Holding Company (the "Company") issued a press release reporting its third quarter 2010 results. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

As provided in General Instruction B.2 of Form 8-K, the information and exhibit contained in this Form 8-K are being furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit Number	Description
99.1	Press release dated November 4, 2010 reporting third quarter 2010 results.

SIGNATURE

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.

GRAPHIC PACKAGING HOLDING COMPANY
(Registrant)

Date: November 4, 2010

By: /s/ Stephen A. Hellrung
Stephen A. Hellrung
Senior Vice President, General Counsel and Secretary

Exhibit 99.1

Investor Contact: Brad Ankerholz
Graphic Packaging Holding Company
770-644-3062

Graphic Packaging Holding Company Reports Third Quarter 2010 Results

Financial Highlights

- Q3 Adjusted Earnings per Share were $0.07 versus $0.03 in the prior year period.
- Q3 Net Sales decreased 1.1% versus the prior year period, while volumes declined 1.5%.
- Q3 Adjusted EBITDA was $151.3 million versus $155.1 million in the prior year period.
- Q3 Adjusted EBITDA margin was 14.5% versus 14.7% in the prior year period.
- Company refinanced $250 million of its 9.5% 2013 Senior Subordinated Notes with new 7.875% 2018 Senior Notes.

MARIETTA, GA, November 4, 2010. Graphic Packaging Holding Company (NYSE: GPK), a leading provider of packaging solutions to food, beverage and other consumer products companies, today reported Net Income for third quarter 2010 of $17.6 million, or $0.05 per diluted share based upon 347.2 million weighted average diluted shares. This compares to third quarter 2009 Net Income of $33.2 million, or $0.10 per diluted share based upon 344.9 million weighted average diluted shares. Adjusted Net Income for the quarter, which excludes a $6.5 million charge associated with the Loss on Modification or Extinguishment of Debt, was $24.1 million, or $0.07 per diluted share. This compares to third quarter 2009 Adjusted Net Income of $10.3 million, or $0.03 per diluted share. Third quarter 2009 Adjusted Net Income excluded Charges Associated with the Combination with Altivity, Loss on Modification or Extinguishment of Debt, as well as the Alternative Fuel Tax Credits Net of Expenses.

“Market conditions in the second half of 2010 remain challenging as consumers tightly manage spending even for food and beverage items,” said David W. Scheible, President and Chief Executive Officer. “We felt most of the demand sluggishness early in third quarter, however, and saw some positive volume signs later in the quarter as the order book picked up in September and into the fourth quarter. Despite the challenging market environment, our margins improved sequentially over Q2 2010 as we cycled through our contractual price give backs and began to recognize price increases related to 2010 input inflation. We also achieved over $36 million in cost reductions and improved operating performance in both the mills and converting operations. In addition, cash flow generation was solid and we improved our capital structure with the successful refinancing of a portion of our 2013 notes.”

Net Sales

Net sales decreased 1.1% to $1,042.8 million during third quarter 2010, compared to third quarter 2009 net sales of $1,054.2 million. The $11.4 million decline resulted from $25.2 million of unfavorable volume/mix, partially offset by $13.6 million of favorable pricing.

On a segment basis, in Paperboard Packaging, tons sold decreased 1.5% to 646,000 tons from 655,900 tons, and net sales declined 1.5% to $873.3 million compared to $886.2 million in third quarter 2009. The decline in net sales was driven by lower volume related to soft market demand in beverage and some categories of consumer packaging. Combined net sales in the Multi-wall Bag and Specialty segments increased 0.9% to $169.5 million from $168.0 million in third quarter 2009 as a 1.7% decrease in volume was more than offset by favorable pricing.

Attached is supplemental data showing third quarter 2010 net sales and net tons sold by each of the Company’s business segments: Paperboard Packaging, Multi-wall Bag and Specialty Packaging.

EBITDA

EBITDA for the third quarter 2010 was $144.8 million. EBITDA was impacted by a $6.5 million Loss on Modification or Extinguishment of Debt. Excluding this charge, Adjusted EBITDA was $151.3 million. This compares to third quarter 2009 EBITDA of $178.0 million and Adjusted EBITDA of $155.1 million. When comparing against the prior year quarter, Adjusted EBITDA in the third quarter 2010 was negatively impacted by $52.0 million of input cost inflation and $3.6 million of unfavorable volume/mix. This was partially offset by $36.4 million of improved operating performance and cost reduction initiatives, $13.6 million favorable pricing and $1.8 million from favorable foreign exchange rates.

Other Results

At the end of third quarter 2010, the Company’s total debt was $2,725.7 million. The Company generated $73.4 million of Net Cash Provided by Operating Activities in the third quarter of 2010. This compares to $103.0 million in third quarter 2009, when excluding cash received from the Alternative Fuel Tax Credit. At September 30, 2010, the Company had $166.3 million of Cash and Cash Equivalents and had not drawn on its $400 million revolving credit facility. The Company’s net leverage ratio decreased to 4.53 times Adjusted EBITDA at the end of third quarter 2010 from 5.20 times Adjusted EBITDA as of September 30, 2009.

Net interest expense was $44.0 million for third quarter 2010 as compared to net interest expense of $53.3 million in third quarter 2009. The decrease was due to both lower debt balances and lower overall interest rates.

Third quarter 2010 income tax expense was $11.0 million compared to $10.3 million of income tax in third quarter 2009, both predominately attributable to the non-cash expense associated with the amortization of goodwill for tax purposes. The Company has a $1.3 billion net operating loss carry-forward which may be available to offset future taxable income in the United States.

Capital expenditures for third quarter 2010 were $34.2 million compared to $29.9 million in third quarter 2009. The year over year increase was primarily the result of timing, as the Company's 2010 capital spending is weighted to the second half of the year. On a year-to-date basis, capital expenditures were $73.9 million through September compared to $96.3 million over the same period in 2009.

Under the terms of its Credit Agreement, the Company must comply with a maximum consolidated secured leverage ratio. As of September 30, 2010, the Company's secured leverage ratio was 2.95 to 1.00, in compliance with the required maximum ratio of 4.75 to 1.00. The calculation of this ratio, along with a tabular reconciliation of EBITDA, Adjusted EBITDA, Credit Agreement EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits are attached to this release.

Earnings Call

The Company will host a conference call at 8:30 am eastern time today (November 4, 2010) to discuss the results of third quarter 2010. To access the conference call, listeners calling from within North America should dial 800-392-9489 at least 10 minutes prior to the start of the conference call (Conference ID#15009638). Listeners may also access the audio webcast at the Investor Relations section of the Graphic Packaging website: http://www.graphicpkg.com. Replays of the call can be accessed for one week by dialing 800-642-1687.

Forward Looking Statements

Any statements of the Company's expectations in this press release constitute "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. Such statements, including but not limited to, pricing and the availability of the Company's net operating loss to offset taxable income in the U.S., are based on currently available information and are subject to various risks and uncertainties that could cause actual results to differ materially from the Company's present expectations. These risks and uncertainties include, but are not limited to, the Company's substantial amount of debt, inflation of and volatility in raw material and energy costs, volatility in the credit and securities markets, cutbacks in consumer spending that could affect demand for the Company's products or actions taken by our customers in response to the difficult economic environment, continuing pressure for lower cost products, the Company's ability to implement its business strategies, including productivity initiatives and cost reduction plans, currency movements and other risks of conducting business internationally, and the impact of regulatory and litigation matters, including those that impact the Company's ability to protect and use its intellectual property. Undue reliance should not be placed on such forward-looking statements, as such statements speak only as of the date on which they are made and the Company undertakes no obligation to update such statements. Additional information regarding these and other risks is contained in the Company's periodic filings with the SEC.

About Graphic Packaging Holding Company

Graphic Packaging Holding Company (NYSE:GPK), headquartered in Marietta, Georgia, is a leading provider of packaging solutions for a wide variety of products to food, beverage and other consumer products companies. The Company is one of the largest producers of folding cartons and holds a leading market position in coated-recycled boxboard and specialty bag packaging. The Company's customers include some of the most widely recognized companies in the world. Additional information about Graphic Packaging, its business and its products, is available on the Company's web site at www.graphicpkg.com.

GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

In millions, except per share amounts	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
Net Sales	$1,042.8	$1,054.2	$3,083.4	$3,117.2
Cost of Sales	887.7	907.8	2,633.7	2,702.4
Selling, General and Administrative	80.9	75.8	236.7	239.4
Other Income, Net	(4.3)	(3.0)	(3.0)	(13.3)
Restructuring and Other Special (Credits) Charges	—	(23.9)	55.1	(29.9)
Income from Operations	78.5	97.5	160.9	218.6
Interest Expense, Net	(44.0)	(53.3)	(134.0)	(158.0)
Loss on Modification or Extinguishment of Debt	(6.5)	(1.0)	(7.4)	(7.1)
Income before Income Taxes and Equity in Net Earnings of Affiliates	28.0	43.2	19.5	53.5
Income Tax Expense	(11.0)	(10.3)	(29.8)	(29.7)
Income (Loss) before Equity in Net Earnings of Affiliates	17.0	32.9	(10.3)	23.8
Equity in Net Earnings of Affiliates	0.6	0.3	1.4	0.8
Net Income (Loss)	$ 17.6	$ 33.2	$ (8.9)	$ 24.6
Income (Loss) Per Share — Basic	$ 0.05	$ 0.10	$ (0.03)	$ 0.07
Income (Loss) Per Share — Diluted	$ 0.05	$ 0.10	$ (0.03)	$ 0.07
Weighted Average Number of Shares Outstanding — Basic	344.1	343.4	343.7	343.0
Weighted Average Number of Shares Outstanding — Diluted	347.2	344.9	343.7	343.9

GRAPHIC PACKAGING HOLDING COMPANY
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)

In millions, except share and per share amounts	September 30, 2010	December 31, 2009
ASSETS		
Current Assets:		
Cash and Cash Equivalents	$ 166.3	$ 149.8
Receivables, Net	430.9	382.3
Inventories, Net	444.2	436.5
Other Current Assets	70.3	52.7
Total Current Assets	1,111.7	1,021.3
Property, Plant and Equipment, Net	1,662.5	1,797.4
Goodwill	1,204.4	1,204.6
Intangible Assets, Net	587.1	620.0
Other Assets	52.0	58.5
Total Assets	$ 4,617.7	$ 4,701.8
LIABILITIES		
Current Liabilities:		
Short-Term Debt and Current Portion of Long-Term Debt	$ 28.8	$ 17.6
Accounts Payable	336.1	361.8
Interest Payable	34.6	42.7
Other Accrued Liabilities	198.7	212.4
Total Current Liabilities	598.2	634.5
Long-Term Debt	2,696.9	2,782.6
Deferred Income Tax Liabilities	250.9	226.9
Other Noncurrent Liabilities	341.7	329.0
Total Liabilities	3,887.7	3,973.0
SHAREHOLDERS' EQUITY		
Preferred Stock, par value $.01 per share; 100,000,000 shares authorized; no shares issued or outstanding	—	—
Common Stock, par value $.01 per share; 1,000,000,000 shares authorized; 343,620,179 and 343,245,250 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively	3.4	3.4
Capital in Excess of Par Value	1,963.3	1,958.2
Accumulated Deficit	(1,027.9)	(1,019.0)
Accumulated Other Comprehensive Loss	(208.8)	(213.8)
Total Shareholders' Equity	730.0	728.8
Total Liabilities and Shareholders' Equity	$ 4,617.7	$ 4,701.8

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

In millions	Nine Months Ended September 30, 2010	2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (Loss) Income	$ (8.9)	$ 24.6
Noncash Items Included in Net (Loss) Income:		
Depreciation and Amortization	218.0	228.0
Deferred Income Taxes	24.4	27.9
Amount of Postemployment Expense (Less) Greater Than Funding	(14.8)	13.1
Other, Net	31.3	18.1
Changes in Operating Assets & Liabilities	(75.9)	10.8
Net Cash Provided by Operating Activities	174.1	322.5
CASH FLOWS FROM INVESTING ACTIVITIES:		
Capital Spending	(73.9)	(96.3)
Proceeds from Sale of Assets, Net of Selling Costs	—	9.8
Other, Net	(3.6)	(2.2)
Net Cash Used in Investing Activities	(77.5)	(88.7)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from Issuance or Modification of Debt	29.4	423.8
Payments on Debt	(101.7)	(425.3)
Borrowings under Revolving Credit Facilities	126.4	147.9
Payments on Revolving Credit Facilities	(124.6)	(291.2)
Redemption and Early Tender Premiums and Debt Issuance Costs	(10.2)	(14.7)
Net Cash Used in Financing Activities	(80.7)	(159.5)
Effect of Exchange Rate Changes on Cash	0.6	0.3
Net Increase in Cash and Cash Equivalents	16.5	74.6
Cash and Cash Equivalents at Beginning of Period	149.8	170.1
Cash and Cash Equivalents at End of Period	$ 166.3	$ 244.7

Reconciliation of Non-GAAP Financial Measures

The tables below set forth the calculation of the Company's earnings before interest expense, income tax expense, equity in the net earnings of the Company's affiliates, depreciation and amortization ("EBITDA"), Adjusted EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits. Adjusted EBITDA and Adjusted Net Income exclude charges associated with the Company's combination with Altivity Packaging, LLC and other Restructuring and Other Special (Credits) Charges. The Company's management believes that the presentation of EBITDA, Adjusted EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits provides useful information to investors because these measures are regularly used by management in assessing the Company's performance. EBITDA, Adjusted EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits are financial measures not calculated in accordance with generally accepted accounting principles in the United States ("GAAP"), and are not measures of net income, operating income, operating performance or liquidity presented in accordance with GAAP.

EBITDA, Adjusted EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits should be considered in addition to results prepared in accordance with GAAP, but should not be considered substitutes for or superior to GAAP results. In addition, our EBITDA, Adjusted EBITDA, Adjusted Net Income, Net Leverage Ratio and Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits may not be comparable to Adjusted EBITDA or similarly titled measures utilized by other companies since such other companies may not calculate such measures in the same manner as we do.

	Three Months Ended September 30,		Nine Months Ended September 30,	
In millions	**2010**	**2009**	**2010**	**2009**
Net Income (Loss)	$ 17.6	$ 33.2	$ (8.9)	$ 24.6
Add (Subtract):				
Income Tax Expense	11.0	10.3	29.8	29.7
Equity in Net Earnings of Affiliates	(0.6)	(0.3)	(1.4)	(0.8)
Interest Expense, Net	44.0	53.3	134.0	158.0
Depreciation and Amortization	72.8	81.5	225.2	244.0
EBITDA	144.8	178.0	378.7	455.5
Charges Associated with Combination with Altivity	—	14.6	55.1	61.6
Grenoble Plant Shutdown Charges	—	—	—	2.3
Loss on Modification or Extinguishment of Debt	6.5	1.0	7.4	7.1
Alternative Fuel Tax Credits Net of Expenses	—	(38.5)	—	(93.8)
Adjusted EBITDA	$ 151.3	$ 155.1	$ 441.2	$ 432.7
Net Income (Loss)	$ 17.6	$ 33.2	$ (8.9)	$ 24.6
Charges Associated with Combination with Altivity	—	14.6	55.1	61.6
Grenoble Plant Shutdown Charges	—	—	—	2.3
Loss on Modification or Extinguishment of Debt	6.5	1.0	7.4	7.1
Alternative Fuel Tax Credits Net of Expenses	—	(38.5)	—	(93.8)
Adjusted Net Income	$ 24.1	$ 10.3	$ 53.6	$ 1.8
Per Share — Basic and Diluted				
Net Income (Loss)	$ 0.05	$ 0.10	$ (0.03)	$ 0.07
Charges Associated with Combination with Altivity	—	0.04	0.16	0.18
Grenoble Plant Shutdown Charges	—	—	—	0.01
Loss on Modification or Extinguishment of Debt	0.02	0.00	0.02	0.02
Alternative Fuel Tax Credits Net of Expenses	—	(0.11)	—	(0.27)
Adjusted Net Income*	$ 0.07	$ 0.03	$ 0.16	$ 0.01

* May not foot due to rounding

GRAPHIC PACKAGING HOLDING COMPANY
Reconciliation of Non-GAAP Financial Measures
(Continued)

In millions	Twelve Months Ended September 30, 2010	Twelve Months Ended September 30, 2009
Net Income (Loss)	$ 22.9	$ (33.1)
Add (Subtract):		
Income Tax Expense	24.2	39.1
Equity in Net Earnings of Affiliates	(1.9)	(0.7)
Interest Expense, Net	172.4	216.2
Depreciation and Amortization	308.0	319.7
EBITDA	525.6	541.2
Charges Associated with Combination with Altivity	65.2	64.9
Asset Impairment and Shutdown Charges	10.7	17.8
Loss on Modification or Extinguishment of Debt	7.4	7.1
Alternative Fuel Tax Credits Net of Expenses	(44.0)	(93.8)
Adjusted EBITDA	$ 564.9	$ 537.2

Calculation of Net Debt:	September 30, 2010	September 30, 2009
Short-Term Debt and Current Portion of Long-Term Debt	$ 28.8	$ 29.2
Long-Term Debt	2,696.9	3,009.6
Less:		
Cash and Cash Equivalents	(166.3)	(244.7)
Total Net Debt	$ 2,559.4	$ 2,794.1
Net Leverage Ratio	**4.53**	**5.20**

GRAPHIC PACKAGING HOLDING COMPANY
Reconciliation of Non-GAAP Financial Measures
(Continued)

In millions	Nine Months Ended September 30, 2010	Nine Months Ended September 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (Loss) Income	$ (8.9)	$ 24.6
Noncash Items Included in Net (Loss) Income:		
Depreciation and Amortization	218.0	228.0
Deferred Income Taxes	24.4	27.9
Amount of Postemployment Expense (Less) Greater Than Funding	(14.8)	13.1
Other, Net	31.3	18.1
Changes in Operating Assets & Liabilities	(75.9)	10.8
Net Cash Provided by Operating Activities	174.1	322.5
Less: Cash Receipts Related to Alternative Fuel Tax Credits	—	97.2
Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits	**$ 174.1**	**$ 225.3**

In millions	Six Months Ended June 30, 2010	Six Months Ended June 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (26.5)	$ (8.6)
Noncash Items Included in Net Loss:		
Depreciation and Amortization	147.6	151.8
Deferred Income Taxes	16.6	20.0
Amount of Postemployment Expense (Less) Greater Than Funding	(3.9)	24.1
Other, Net	27.0	9.0
Changes in Operating Assets & Liabilities	(60.1)	(22.4)
Net Cash Provided by Operating Activities	100.7	173.9
Less: Cash Receipts Related to Alternative Fuel Tax Credits	—	51.6
Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits	**$100.7**	**$ 122.3**

In millions	Three Months Ended September 30, 2010	Three Months Ended September 30, 2009
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Income	$ 17.6	$ 33.2
Noncash Items Included in Net Income :		
Depreciation and Amortization	70.4	76.2
Deferred Income Taxes	7.8	7.9
Amount of Postemployment Expense Less Than Funding	(10.9)	(11.0)
Other, Net	4.3	9.1
Changes in Operating Assets & Liabilities	(15.8)	33.2
Net Cash Provided by Operating Activities	73.4	148.6
Less: Cash Receipts Related to Alternative Fuel Tax Credits	—	45.6
Net Cash Provided by Operating Activities excluding Alternative Fuel Tax Credits	**$ 73.4**	**$ 103.0**

The Credit Agreement dated May 16, 2007, as amended ("the Credit Agreement") and the indentures governing the Company's 9.5% Senior Subordinated Notes due 2013, 9.5% Senior Notes due 2017 and 7.875% Senior Notes due 2018 ("the Notes") limit the Company's ability to incur additional indebtedness. Additional covenants contained in the Credit Agreement, among other things, restrict the ability of the Company to dispose of assets, incur guarantee obligations, prepay other indebtedness, make dividends and other restricted payments, create liens, make equity or debt investments, make acquisitions, modify terms of the indentures under which the Notes are issued, engage in mergers or consolidations, change the business conducted by the Company and its subsidiaries, and engage in certain transactions with affiliates. Such restrictions, together with the highly leveraged nature of the Company and recent disruptions in the credit markets, could limit the Company's ability to respond to changing market conditions, fund its capital spending program, provide for unexpected capital investments or take advantage of business opportunities.

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

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

Note:

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

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

Consolidated Secured Leverage Ratio — 2.95 to 1.00

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

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

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

In millions		Twelve Months Ended September 30, 2010
Net Income	$	22.9
Income Tax Expense		24.2
Interest Expense, Net		172.4
Depreciation and Amortization		295.4
Dividends Received, Net of Earnings of Equity Affiliates		(0.7)
Other Non-Cash Charges		41.0
Merger Related Expenses		65.8
Losses Associated with Sale/Write-Down of Assets		15.2
Other Non-Recurring/Extraordinary/Unusual Items		(37.4)
Projected Run Rate Cost Savings [a]		59.9
Credit Agreement EBITDA	$	658.7

In millions		As of September 30, 2010
Short-Term Debt	$	28.8
Long-Term Debt		2,696.9
Total Debt	$	2,725.7
Less Adjustments[b]		782.5
Consolidated Secured Indebtedness	$	1,943.2

Note:

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

The terms of the Credit Agreement limit the amount of projected run rate cost savings that may be used in calculating Credit Agreement EBITDA by stipulating that such amount may not exceed the lesser of (i) ten percent of EBITDA as defined in the Credit Agreement for the last twelve-month period (before giving effect to projected run rate cost savings) or (ii) $100 million. As a result, in calculating Credit Agreement EBITDA above, the Company used projected run rate cost savings of $59.9 million, or ten percent of EBITDA, as calculated in accordance with the Credit Agreement, which amount is lower than total projected cost savings identified by the Company, net of actual benefits realized for the twelve month period ended September 30, 2010. Projected run rate cost savings were calculated by the Company solely for its use in calculating Credit Agreement EBITDA for purposes of determining compliance with the maximum consolidated secured leverage ratio contained in the Credit Agreement and should not be used for any other purpose.

(b) Represents consolidated indebtedness/securitization that is either (i) unsecured, or (ii) Permitted Subordinated Indebtedness as defined in the Credit Agreement, or secured indebtedness permitted to be incurred by the Company's foreign subsidiaries per the Credit Agreement.

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

GRAPHIC PACKAGING HOLDING COMPANY
Unaudited Supplemental Data

	Three Months Ended			
	March 31,	June 30,	September 30,	December 31,
2010				
Net Tons Sold (000's):				
Paperboard Packaging	627.6	655.1	646.0	—
Multi-wall Bag	62.5	60.8	63.3	—
Specialty Packaging (1)	6.0	6.1	4.9	—
Total	696.1	722.0	714.2	—
Net Sales ($ Millions):				
Paperboard Packaging	$ 834.6	$ 867.8	$ 873.3	$ —
Multi-wall Bag	118.9	113.8	122.2	—
Specialty Packaging	50.6	54.9	47.3	—
Total	$1,004.1	$1,036.5	$ 1,042.8	$ —
2009				
Net Tons Sold (000's):				
Paperboard Packaging	617.1	648.3	655.9	614.8
Multi-wall Bag	60.3	60.0	63.3	60.4
Specialty Packaging (1)	5.2	4.8	6.1	4.8
Total	682.6	713.1	725.3	680.0
Net Sales ($ Millions):				
Paperboard Packaging	$ 840.4	$ 879.3	$ 886.2	$ 817.6
Multi-wall Bag	124.8	115.3	117.5	114.0
Specialty Packaging	54.0	49.2	50.5	47.0
Total	$1,019.2	$1,043.8	$ 1,054.2	$ 978.6

(1) Tonnage is not applicable to the majority of the Specialty Packaging segment due to the nature of products sold (e.g. inks, labels, etc.)