

**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 April 30, 2013

Commission File Number 001-00566



**GREIF, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**31-4388903**  
(I.R.S. Employer  
Identification No.)

**425 Winter Road, Delaware, Ohio**  
(Address of principal executive offices)

**43015**  
(Zip Code)

**Registrant's telephone number, including area code (740) 549-6000**

**Not Applicable**

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 Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

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

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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

The number of shares outstanding of each of the issuer's classes of common stock as of the close of business on June 3, 2013:

Class A Common Stock  
Class B Common Stock

25,424,424 shares  
22,119,966 shares

**PART I. FINANCIAL INFORMATION****ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS**

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

(Dollars in millions, except per share amounts)

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
Net sales	\$1,088.9	\$1,098.2	\$2,097.5	\$2,091.0
Cost of products sold	886.3	892.7	1,707.6	1,708.1
Gross profit	202.6	205.5	389.9	382.9
Selling, general and administrative expenses	121.9	119.1	244.5	232.2
Restructuring charges	(0.1)	10.1	1.2	19.0
(Gain) on disposal of properties, plants and equipment, net	(3.1)	(2.0)	(4.3)	(3.1)
Operating profit	83.9	78.3	148.5	134.8
Interest expense, net	21.4	23.3	43.0	46.2
Debt extinguishment charge	—	—	1.3	—
Other expense, net	0.8	2.7	3.9	2.5
Income before income tax expense and equity earnings of unconsolidated affiliates, net	61.7	52.3	100.3	86.1
Income tax expense	18.9	15.1	31.4	26.1
Equity earnings of unconsolidated affiliates, net of tax	0.2	2.0	0.3	2.0
Net income	43.0	39.2	69.2	62.0
Net (income) loss attributable to noncontrolling interests	(2.1)	0.2	(3.4)	(0.9)
Net income attributable to Greif, Inc.	<u>\$ 40.9</u>	<u>\$ 39.4</u>	<u>\$ 65.8</u>	<u>\$ 61.1</u>
<b>Basic earnings per share attributable to Greif, Inc. common shareholders:</b>				
Class A Common Stock	\$ 0.70	\$ 0.68	\$ 1.13	\$ 1.05
Class B Common Stock	\$ 1.05	\$ 1.01	\$ 1.68	\$ 1.57
<b>Diluted earnings per share attributable to Greif, Inc. common shareholders:</b>				
Class A Common Stock	\$ 0.70	\$ 0.67	\$ 1.13	\$ 1.05
Class B Common Stock	\$ 1.05	\$ 1.01	\$ 1.68	\$ 1.57

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**(UNAUDITED)**  
**(Dollars in millions)**

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
Net income	\$ 43.0	\$ 39.2	\$ 69.2	\$ 62.0
Other comprehensive income (loss), net of tax:				
Foreign currency translation	(20.3)	0.3	(4.4)	(7.1)
Reclassification of cash flow hedges to earnings, net of tax	0.3	0.9	0.2	0.6
Unrealized gain on cash flow hedges, net of tax	(0.4)	(1.1)	(0.1)	(1.0)
Minimum pension liabilities, net of tax	1.2	(0.6)	0.8	3.8
Other comprehensive (loss), net of tax	(19.2)	(0.5)	(3.5)	(3.7)
Comprehensive income	23.8	38.7	65.7	58.3
Comprehensive income (loss) attributable to noncontrolling interests	0.7	(1.7)	6.3	3.4
Comprehensive income attributable to Greif, Inc.	<u>\$ 23.1</u>	<u>\$ 40.4</u>	<u>\$ 59.4</u>	<u>\$ 54.9</u>

See accompanying Notes to Consolidated Financial Statements

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED BALANCE SHEETS**  
(UNAUDITED)  
(Dollars in millions)

**ASSETS**

	<u>April 30, 2013</u>	<u>October 31, 2012</u>
<b>Current assets</b>		
Cash and cash equivalents	85.6	91.7
Trade accounts receivable, less allowance of \$13.2 in 2013 and \$17.1 in 2012	471.8	453.9
Inventories	392.5	374.3
Deferred tax assets	17.9	18.9
Net assets held for sale	6.8	5.5
Current portion related party notes and advances receivable	2.6	2.5
Prepaid expenses and other current assets	146.5	117.2
	<u>1,123.7</u>	<u>1,064.0</u>
<b>Long-term assets</b>		
Goodwill	981.2	976.1
Other intangible assets, net of amortization	187.1	198.6
Deferred tax assets	9.8	13.6
Related party notes receivable	14.6	15.7
Assets held by special purpose entities	50.9	50.9
Other long-term assets	119.6	118.3
	<u>1,363.2</u>	<u>1,373.2</u>
<b>Properties, plants and equipment</b>		
Timber properties, net of depletion	216.8	217.8
Land	138.7	137.7
Buildings	501.5	460.0
Machinery and equipment	1,497.5	1,472.6
Capital projects in progress	123.3	149.3
	2,477.8	2,437.4
Accumulated depreciation	(1,071.5)	(1,017.7)
	<u>1,406.3</u>	<u>1,419.7</u>
<b>Total assets</b>	<u>\$ 3,893.2</u>	<u>3,856.9</u>

See accompanying Notes to Consolidated Financial Statements

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED BALANCE SHEETS**  
(UNAUDITED)  
(Dollars in millions)

**LIABILITIES AND SHAREHOLDERS' EQUITY**

	<u>April 30, 2013</u>	<u>October 31, 2012</u>
<b>Current liabilities</b>		
Accounts payable	\$ 425.7	\$ 466.1
Accrued payroll and employee benefits	88.2	96.1
Restructuring reserves	3.8	8.0
Current portion of long-term debt	10.0	25.0
Short-term borrowings	60.8	76.0
Deferred tax liabilities	9.9	8.1
Other current liabilities	<u>185.2</u>	<u>182.7</u>
	<u>783.6</u>	<u>862.0</u>
<b>Long-term liabilities</b>		
Long-term debt	1,269.4	1,175.3
Deferred tax liabilities	193.2	197.0
Pension liabilities	130.4	123.4
Postretirement benefit obligations	19.2	19.3
Liabilities held by special purpose entities	43.3	43.3
Other long-term liabilities	<u>116.5</u>	<u>116.2</u>
	<u>1,772.0</u>	<u>1,674.5</u>
<b>Shareholders' equity</b>		
Common stock, without par value	127.8	123.8
Treasury stock, at cost	(131.1)	(131.4)
Retained earnings	1,421.2	1,404.4
Accumulated other comprehensive loss:		
- foreign currency translation	(76.4)	(69.1)
- interest rate and other cash flow hedges	(0.8)	(0.9)
- minimum pension liabilities	<u>(125.2)</u>	<u>(126.0)</u>
Total Greif, Inc. shareholders' equity	<u>1,215.5</u>	<u>1,200.8</u>
Noncontrolling interests	<u>122.1</u>	<u>119.6</u>
Total shareholders' equity	<u>1,337.6</u>	<u>1,320.4</u>
Total liabilities and shareholders' equity	<u>\$ 3,893.2</u>	<u>\$ 3,856.9</u>

See accompanying Notes to Consolidated Financial Statements

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(UNAUDITED)  
(Dollars in millions)

<u>For the six months ended April 30,</u>	<u>2013</u>	<u>2012</u>
<b>Cash flows from operating activities:</b>		
Net income	\$ 69.2	\$ 62.0
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, depletion and amortization	78.4	78.4
Asset impairments	2.3	7.4
Unrealized foreign exchange (gain) loss	3.4	(2.9)
Deferred income taxes	0.1	(7.1)
Gain on disposals of properties, plants and equipment, net	(4.3)	(3.1)
Equity earnings of affiliates	(0.3)	(2.0)
Other, net	0.5	(1.3)
Increase (decrease) in cash from changes in certain assets and liabilities:		
Trade accounts receivable	(20.1)	41.6
Inventories	(19.3)	39.0
Deferred purchase price on sold receivables	(22.8)	(1.2)
Accounts payable	(40.1)	(29.8)
Restructuring reserves	(4.2)	(10.7)
Pension and postretirement benefit liabilities	6.8	(7.1)
Other, net	(10.7)	16.2
Net cash provided by operating activities	<u>38.9</u>	<u>179.4</u>
<b>Cash flows from investing activities:</b>		
Purchases of properties, plants and equipment	(55.5)	(80.7)
Purchases of timber properties	(0.5)	(2.6)
Proceeds from the sale of properties, plants, equipment and other assets	6.1	7.0
Payments on (issuance of) notes receivable with related party, net	0.5	(11.9)
Net cash used in investing activities	<u>(49.4)</u>	<u>(88.2)</u>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of long-term debt	691.9	1,862.0
Payments on long-term debt	(619.1)	(1,895.3)
Payments on short-term borrowings, net	(36.2)	(14.1)
Proceeds from (payments on) trade accounts receivable credit facility, net	20.0	(2.0)
Dividends paid	(49.0)	(48.8)
Exercise of stock options	0.9	0.6
Fees paid for amended credit agreement	(3.4)	—
Payment of deferred purchase price related to acquisitions	—	(14.3)
Net cash provided by (used in) financing activities	<u>5.1</u>	<u>(111.9)</u>
<b>Effects of exchange rates on cash</b>	<u>(0.7)</u>	<u>(1.8)</u>
<b>Net decrease in cash and cash equivalents</b>	<u>(6.1)</u>	<u>(22.5)</u>
<b>Cash and cash equivalents at beginning of period</b>	<u>91.7</u>	<u>127.4</u>
<b>Cash and cash equivalents at end of period</b>	<u>\$ 85.6</u>	<u>\$ 104.9</u>

See accompanying Notes to Consolidated Financial Statements

**GREIF, INC. AND SUBSIDIARY COMPANIES**  
**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**  
**April 30, 2013**

**NOTE 1 — BASIS OF PRESENTATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

***Basis of Presentation***

The information furnished herein reflects all adjustments which are, in the opinion of management, necessary for a fair presentation of the consolidated balance sheets as of April 30, 2013 and October 31, 2012, the consolidated statements of operations and comprehensive income for the three and six months ended April 30, 2013 and 2012 and the consolidated statements of cash flows for the six month periods ended April 30, 2013 and 2012 of Greif, Inc. and its subsidiaries (the “Company”). The consolidated financial statements include the accounts of Greif, Inc., all wholly-owned and majority-owned subsidiaries and investments in limited liability companies, partnerships and joint ventures in which it has controlling influence. Non-majority owned entities include investments in limited liability companies, partnerships and joint ventures in which the Company does not have controlling influence.

The unaudited consolidated financial statements included in the Quarterly Report on Form 10-Q (this “Form 10-Q”) should be read in conjunction with the consolidated financial statements and notes thereto included in the Company’s Annual Report on Form 10-K for its fiscal year ended October 31, 2012 (the “2012 Form 10-K”). Note 1 of the “Notes to Consolidated Financial Statements” from the 2012 Form 10-K is specifically incorporated in this Form 10-Q by reference. In the opinion of management, all adjustments necessary for fair presentation of the consolidated financial statements have been included and are of a normal and recurring nature.

The consolidated financial statements have been prepared in accordance with the U.S. Securities and Exchange Commission (“SEC”) instructions to Quarterly Reports on Form 10-Q and include all of the information and disclosures required by accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting. The preparation of financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual amounts could differ from those estimates.

The Company’s fiscal year begins on November 1 and ends on October 31 of the following year. Any references to the year 2013 or 2012, or to any quarter of those years, relates to the fiscal year or quarter, as the case may be, ended in that year.

The Company presents various fair value disclosures in Notes 3 and 10 to these Consolidated Financial Statements.

Certain prior year amounts have been reclassified to conform to the 2013 presentation.

***Newly Adopted Accounting Standards***

In June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2011-05 “Comprehensive Income: Presentation of comprehensive income.” This amendment to Accounting Standards Codification (“ASC”) 220 “Comprehensive Income” requires that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income, and the total of comprehensive income. In December 2011, the FASB issued ASU 2011-12 “Comprehensive Income: Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.” This amendment to ASC 220 “Comprehensive Income” deferred the adoption of presentation of reclassification items out of accumulated other comprehensive income. The Company adopted this new guidance beginning November 1, 2012, and the adoption of the new guidance did not impact the Company’s financial position, results of operations or cash flows, other than the related disclosures.

In September 2011, the FASB issued ASU 2011-08 “Intangibles—Goodwill and Other: Testing Goodwill for Impairment”, which provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The revised standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. The Company has adopted this new guidance, which will be fully implemented when the annual goodwill impairment testing is performed during the fourth quarter of 2013, and the adoption of the new guidance is not expected to impact the Company’s financial position, results of operations, comprehensive income or cash flows, other than related disclosures.

In July 2012, the FASB issued ASU 2012-02 “Intangibles—Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment” which provides an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more-likely-than-not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. The Company has adopted this new guidance, which will be fully implemented when the annual intangible asset impairment testing is performed during the fourth quarter of 2013, and the adoption of the new guidance is not expected to impact the Company’s financial position, results of operations, comprehensive income or cash flows, other than related disclosures.

### ***Recently Issued Accounting Standards***

As of April 30, 2013, the FASB has issued ASU’s through 2013-07. The Company has reviewed each ASU and the adoption of each ASU that is applicable to the Company is not expected to have a material impact on the Company’s financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In December 2011, the FASB issued ASU 2011-11 “Balance Sheet: Disclosures about Offsetting Assets and Liabilities.” The differences in the offsetting requirements in GAAP and International Financial Reporting Standards (“IFRS”) account for a significant difference in the amounts presented in statements of financial position prepared in accordance with GAAP and in the amounts presented in those statements prepared in accordance with IFRS for certain institutions. This difference reduces the comparability of statements of financial position. The FASB and IASB are issuing joint requirements that will enhance current disclosures. Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. The Company is expected to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact the Company’s financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In January 2013, the FASB issued ASU 2013-01 “Balance Sheet: Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities.” The main objective in developing this update is to address implementation issues about the scope of ASU 2011-11. FASB stakeholders have told the FASB that because the scope in ASU 2011-11 is unclear, diversity in practice may result. Recent feedback from FASB stakeholders is that standard commercial provisions of many contracts would equate to a master netting arrangement. FASB stakeholders questioned whether it was the FASB’s intent to require disclosures for such a broad scope, which would significantly increase the cost of compliance. The objective of this update is to clarify the scope of the offsetting disclosures and address any unintended consequences. The Company is expected to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact the Company’s financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In February 2013, the FASB issued ASU 2013-02 “Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The objective of this update is to improve the reporting of reclassifications out of accumulated other comprehensive income. The amendments in this update seek to attain that objective by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is reclassified to a balance sheet account instead of directly to income or expense in the same reporting period. The Company is expected to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact the Company’s financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In March 2013, the FASB issued ASU 2013-05 “Foreign Currency Matters: Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or an Investment in a Foreign Entity.” The objective of this update is to resolve the diversity in practice about whether ASC 810-10 or ASC 830-30 applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas rights) within a foreign entity. The Company is expected to adopt the new guidance beginning November 1, 2014, and the impact of the adoption of the new guidance will be evaluated when an acquisition or divestiture occurs with respect to the Company’s financial position, results of operations, comprehensive income, cash flows and disclosures.

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**NOTE 2 — ACQUISITIONS, DIVESTITURES AND OTHER SIGNIFICANT TRANSACTIONS**

The Company completed no acquisitions and no material divestitures for the three months ended April 30, 2013 and 2012 and completed no acquisitions and no material divestitures for the six months ended April 30, 2013 and 2012. The Company made a \$14.3 million deferred cash payment during the six months ended April 30, 2012 for an acquisition completed in 2010.

The Company allocates purchase price as of the dates of acquisition based upon its understanding, obtained during due diligence and through other sources, of the fair value of the acquired assets and assumed liabilities. If additional information is obtained about these assets and liabilities within the measurement period (not to exceed one year from the date of acquisition), including through asset appraisals and learning more about the newly acquired business, the Company may refine its estimates of fair value to allocate the purchase price more accurately.

***Pro Forma Information***

The Company completed no acquisitions during the three months ended April 30, 2013 and 2012 and completed no acquisitions during the six months ended April 30, 2013 and 2012. Therefore, there are no pro forma results of operations to present.

**NOTE 3 — SALE OF NON-UNITED STATES ACCOUNTS RECEIVABLE**

On April 27, 2012, Cooperage Receivables Finance B.V. (the “Main SPV”) and Greif Coordination Center BVBA, an indirect wholly owned subsidiary of Greif, Inc. (“Seller”), entered into the Nieuw Amsterdam Receivables Purchase Agreement (the “European RPA”) with affiliates of a major international bank (the “Purchasing Bank Affiliates”). Under the European RPA, the Seller has agreed to sell trade accounts receivables that meet certain eligibility requirements that Seller had purchased from other indirect wholly owned subsidiaries of Greif, Inc. under discounted receivables purchase agreements and related agreements. These other indirect wholly owned subsidiaries of Greif, Inc. include Greif Belgium BVBA, Pack2pack Rumbeke N.V., Pack2pack Zwolle B.V., Greif Nederland B.V., Pack2pack Halsteren B.V., Greif Italia S.p.A., Fustiplast S.p.A., Greif France S.A.S., Pack2pack Lille S.A.S., Greif Packaging Spain S.A., Greif UK Ltd., Greif Germany GmbH, Fustiplast GmbH, Pack2pack Mendig GmbH, Greif Portugal S.A., Greif Sweden AB, Greif Packaging Sweden AB and Greif Norway A.S. (the “Selling Subsidiaries”). Under the terms of a Performance and Indemnity Agreement, the performance obligations of the Selling Subsidiaries under the transaction documents have been guaranteed by Greif, Inc. The European RPA may be amended from time to time to add additional subsidiaries of Greif, Inc. The maximum amount of receivables that may be sold and outstanding under the European RPA at any time is €145 million (\$188.7 million as of April 30, 2013). A significant portion of the proceeds from this trade receivables facility was used to pay the obligations under the previous trade receivables facilities described below, which were then terminated, and to pay expenses incurred in connection with this transaction. The future proceeds from this facility will be available for working capital and general corporate purposes.

Under the terms of a Receivable Purchase Agreement (the “RPA”) entered into in October 2004 between Seller and a major international bank, Seller had agreed to sell trade receivables meeting certain eligibility requirements that Seller had purchased from other indirect wholly owned subsidiaries of Greif, Inc., including Greif Belgium BVBA, Greif Germany GmbH, Greif Nederland B.V., Greif Packaging Belgium NV, Greif Spain S.A., Greif Sweden AB, Greif Packaging Norway A.S., Greif Packaging France S.A.S., Greif Packaging Spain S.A., Greif Portugal S.A. and Greif UK Ltd., under discounted receivables purchase agreements and from Greif France S.A.S. under a factoring agreement. In addition, Greif Italia S.p.A., also an indirect wholly owned subsidiary of Greif, Inc., had entered into an Italian Receivables Purchase Agreement with the Italian branch of the major international bank (the “Italian RPA”) agreeing to sell trade receivables that meet certain eligibility criteria to such branch. The Italian RPA was similar in structure and terms as the RPA. On April 27, 2012, the RPA and the Italian RPA were terminated.

In October 2007, Greif Singapore Pte. Ltd., an indirect wholly-owned subsidiary of Greif, Inc., entered into the Singapore Receivable Purchase Agreement (the “Singapore RPA”) with a major international bank. The maximum amount of aggregate receivables that may be financed under the Singapore RPA is 15.0 million Singapore Dollars (\$12.1 million as of April 30, 2013).

In May 2009, Greif Malaysia Sdn Bhd., an indirect wholly-owned subsidiary of Greif, Inc., entered into the Malaysian Receivables Purchase Agreement (the “Malaysian Agreement”) with Malaysian banks. The maximum amount of the aggregate receivables that may be financed under the Malaysian Agreement is 15.0 million Malaysian Ringgits (\$4.9 million as of April 30, 2013).



These transactions are structured to provide for legal true sales, on a revolving basis, of the receivables transferred from the various Greif, Inc. subsidiaries to the respective banks and affiliates. Under the European RPA, the RPA, the Singapore RPA and the Malaysian Agreement, the banks and affiliates fund an initial purchase price of a certain percentage of eligible receivables based on a formula with the initial purchase price approximating 75 percent to 90 percent of eligible receivables. The remaining deferred purchase price is settled upon collection of the receivables; although under the European RPA, the Seller provides a subordinated loan to the Main SPV, which is used to fund the remaining purchase price owed to the Selling Subsidiaries. The repayment of the subordinated loan to the Seller is paid from the collections of the receivables. As of the balance sheet reporting dates, the Company removes from accounts receivable the amount of cash proceeds received from the initial purchase price since they meet the applicable criteria of ASC 860, "Transfers and Servicing", and continues to recognize the deferred purchase price within other current assets on the Company's consolidated balance sheet as of the time the receivables are initially sold; accordingly the difference between the carrying amount and the fair value of the assets sold are included as a loss on sale in the consolidated statements of operations within other expense, net. The receivables are sold on a non-recourse basis with the total funds in the servicing collection accounts pledged to the banks between settlement dates.

The tables below contain information related to the Company's accounts receivables programs for the activities related to the consolidated statements of operations and balance sheets, respectively (Dollars in millions):

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
<b>European RPA</b>				
Gross accounts receivable sold to third party financial institution	\$ 266.0	\$ 187.8	\$508.1	\$187.8
Cash received for accounts receivable sold under the programs	235.0	164.5	449.7	164.5
Deferred purchase price related to accounts receivable sold	30.9	23.3	58.4	23.3
Loss associated with the programs	0.5	0.6	1.2	0.6
Expenses associated with the programs	—	1.9	—	1.9
<b>RPA and Italian RPA</b>				
Gross accounts receivable sold to third party financial institution	\$ —	\$ 17.6	\$ —	\$189.4
Cash received for accounts receivable sold under the programs	—	15.6	—	167.7
Deferred purchase price related to accounts receivable sold	—	2.0	—	21.7
Loss associated with the programs	—	0.7	—	1.6
Expenses associated with the programs	—	—	—	—
<b>Singapore RPA</b>				
Gross accounts receivable sold to third party financial institution	\$ 17.7	\$ 19.2	\$ 35.0	\$ 35.8
Cash received for accounts receivable sold under the program	17.7	19.2	35.0	35.8
Deferred purchase price related to accounts receivable sold	—	—	—	—
Loss associated with the program	—	—	—	—
Expenses associated with the program	0.1	0.1	0.1	0.1
<b>Malaysian Agreement</b>				
Gross accounts receivable sold to third party financial institution	\$ 6.3	\$ 6.0	\$ 11.5	\$ 12.4
Cash received for accounts receivable sold under the program	6.3	6.0	11.5	12.4
Deferred purchase price related to accounts receivable sold	—	—	—	—
Loss associated with the program	—	—	0.1	0.1
Expenses associated with the program	—	—	—	—
<b>Total RPAs and Agreement</b>				
Gross accounts receivable sold to third party financial institution	\$ 290.0	\$ 230.6	\$554.6	\$425.4
Cash received for accounts receivable sold under the program	259.0	205.3	496.2	380.4
Deferred purchase price related to accounts receivable sold	30.9	25.3	58.4	45.0
Loss associated with the program	0.5	1.3	1.3	2.3
Expenses associated with the program	0.1	2.0	0.1	2.0

	April 30, 2013	October 31, 2012
<b>European RPA</b>		
Accounts receivable sold to and held by third party financial institution	\$ 180.4	\$ 185.6
Uncollected deferred purchase price related to accounts receivable sold	26.4	3.5
<b>RPA and Italian RPA</b>		
Accounts receivable sold to and held by third party financial institution	\$ —	\$ —
Uncollected deferred purchase price related to accounts receivable sold	—	—
<b>Singapore RPA</b>		
Accounts receivable sold to and held by third party financial institution	\$ 5.6	\$ 3.9
Uncollected deferred purchase price related to accounts receivable sold	—	—
<b>Malaysian Agreement</b>		
Accounts receivable sold to and held by third party financial institution	\$ 4.3	\$ 2.9
Uncollected deferred purchase price related to accounts receivable sold	—	—
<b>Total RPAs and Agreement</b>		
Accounts receivable sold to and held by third party financial institution	\$ 190.3	\$ 192.4
Uncollected deferred purchase price related to accounts receivable sold	\$ 26.4	\$ 3.5

The deferred purchase price related to the accounts receivable sold is reflected as prepaid and other current assets on the Company's consolidated balance sheet and was initially recorded at an amount which approximates its fair value due to the short-term nature of these items. The cash received up front and the deferred purchase price relate to the sale or ultimate collection of the underlying receivables and are not subject to significant other risks given their short nature; therefore, the Company reflects all cash flows under the accounts receivable sales programs as operating cash flows on the Company's consolidated statements of cash flows.

Additionally, the Company performs collections and administrative functions on the receivables sold similar to the procedures it uses for collecting all of its receivables, including receivables that are not sold under the European RPA, the RPA, the Singapore RPA and the Malaysian Agreement. The servicing liability for these receivables is not material to the consolidated financial statements.

#### **NOTE 4 — INVENTORIES**

Inventories are stated at the lower of cost or market and are summarized as follows (Dollars in millions):

	April 30, 2013	October 31, 2012
Finished Goods	\$ 108.9	\$ 96.9
Raw materials	245.1	241.0
Work-in-process	38.5	36.4
	<u>\$ 392.5</u>	<u>\$ 374.3</u>

**NOTE 5 — NET ASSETS HELD FOR SALE**

As of April 30, 2013, there was one asset group in the Rigid Industrial Packaging & Services segment and two asset groups in the Flexible Products & Services segment with assets held for sale. As of October 31, 2012, there was one asset group in the Rigid Industrial Packaging & Services segment and one asset group in the Flexible Products & Services segment with assets held for sale. During the six months ended April 30, 2013, one asset group was added in the Rigid Industrial Packaging & Services segment and one asset group was added in the Flexible Products & Services segment. The asset group added to the Rigid Industrial Packaging & Services segment was subsequently sold during the same six month period. The net assets held for sale are being marketed for sale and it is the Company's intention to complete the sales of these assets within the upcoming year.

For the three months ended April 30, 2013, the Company recorded a gain on disposal of property, plant and equipment, net of \$3.1 million. There were sales of higher and better use ("HBU") and surplus properties which resulted in gains of \$0.5 million in the Land Management segment, a disposal of equipment in the Rigid Industrial Packaging & Services segment that resulted in a gain of \$1.7 million, a sale of property that was previously classified as held for sale in the Rigid Industrial Packaging & Services segment that resulted in a gain of \$0.6 million and sales of other miscellaneous equipment which resulted in aggregate gains of \$0.3 million.

For the six months ended April 30, 2013, the Company recorded a gain on disposal of property, plant and equipment, net of \$4.3 million. There were sales of HBU and surplus properties which resulted in gains of \$0.7 million in the Land Management segment, a sale of equipment in the Paper Packaging segment that resulted in a gain of \$0.6 million, a disposal of property and equipment in the Rigid Industrial Packaging & Services segment that resulted in a gain of \$2.0 million, a sale of property that was previously classified as held for sale in the Rigid Industrial Packaging & Services segment that resulted in a gain of \$0.6 million and sales of other miscellaneous equipment that resulted in aggregate gains of \$0.4 million.

**NOTE 6 — GOODWILL AND OTHER INTANGIBLE ASSETS**

The following table summarizes the changes in the carrying amount of goodwill by segment for the six month period ended April 30, 2013 (Dollars in millions):

	<u>Rigid Industrial Packaging &amp; Services</u>	<u>Flexible Products &amp; Services</u>	<u>Paper Packaging</u>	<u>Land Management</u>	<u>Total</u>
Balance at October 31, 2012	\$ 844.6	\$ 71.6	\$ 59.7	\$ 0.2	\$976.1
Goodwill acquired	—	—	—	—	—
Goodwill adjustments	2.3	—	0.2	(0.2)	2.3
Currency translation	2.4	0.4	—	—	2.8
Balance at April 30, 2013	<u>\$ 849.3</u>	<u>\$ 72.0</u>	<u>\$ 59.9</u>	<u>\$ —</u>	<u>\$981.2</u>

Goodwill increased by \$5.1 million for the six month period ended April 30, 2013. The increase in goodwill was primarily attributable to \$2.8 million of currency fluctuations.

The Company reviews goodwill by reporting unit and indefinite-lived intangible assets for impairment as required by ASC 350, "Intangibles—Goodwill and Other", either annually in the fourth quarter or whenever events and circumstances indicate impairment may have occurred. A reporting unit is the operating segment, or a business one level below that operating segment if discrete financial information is prepared and regularly reviewed by segment management.

The Company concluded that no impairment or impairment indicators exist as of April 30, 2013.

The following table summarizes the carrying amount of net intangible assets by class as of April 30, 2013 and October 31, 2012 (Dollars in millions):

	<u>Gross Intangible Assets</u>	<u>Accumulated Amortization</u>	<u>Net Intangible Assets</u>
<b>October 31, 2012:</b>			
Trademark and patents	\$ 32.5	\$ 3.6	\$ 28.9
Non-compete agreements	14.4	11.1	3.3
Customer relationships	201.1	53.6	147.5
Other	23.8	4.9	18.9
Total	<u>\$ 271.8</u>	<u>\$ 73.2</u>	<u>\$ 198.6</u>
<b>April 30, 2013:</b>			
Trademark and patents	\$ 31.3	\$ 4.4	\$ 26.9
Non-compete agreements	14.7	12.0	2.7
Customer relationships	202.7	61.3	141.4
Other	22.4	6.3	16.1
Total	<u>\$ 271.1</u>	<u>\$ 84.0</u>	<u>\$ 187.1</u>

Gross intangible assets decreased by \$0.7 million for the six month period ended April 30, 2013. The decrease in gross intangible assets was primarily attributable to the write-off of certain fully amortized assets, partially offset by currency fluctuations. Amortization expense for the three months ended April 30, 2013 and 2012 was \$5.2 million and \$5.9 million, respectively. Amortization expense for the six months ended April 30, 2013 and 2012 was \$10.2 million and \$11.1 million, respectively. Amortization expense for the next five years is expected to be \$20.1 million in 2013, \$19.6 million in 2014, \$18.6 million in 2015, \$17.9 million in 2016 and \$17.2 million in 2017.

All intangible assets for the periods presented are subject to amortization and are being amortized using the straight-line method over periods that range from three to 15 years for trade names, two to ten years for non-compete covenants, one to 23 years for customer relationships and four to 20 years for other intangibles, except for \$14.3 million related to the Tri-Sure trademark and trade names related to Blagden Express, Closed-loop, Box Board, and Fustiplast, all of which have indefinite lives.

#### **NOTE 7 — RESTRUCTURING CHARGES**

The following is a reconciliation of the beginning and ending restructuring reserve balances for the six month period ended April 30, 2013 (Dollars in millions):

	<u>Cash Charges</u>		<u>Non-cash Charges</u>	<u>Total</u>
	<u>Employee Separation Costs</u>	<u>Other Costs</u>	<u>Asset Impairments</u>	
Balance at October 31, 2012	\$ 6.2	\$ 1.8	\$ —	\$ 8.0
Costs incurred and charged to expense	(0.4)	1.1	0.5	1.2
Costs paid or otherwise settled	(3.4)	(1.5)	(0.5)	(5.4)
Balance at April 30, 2013	<u>\$ 2.4</u>	<u>\$ 1.4</u>	<u>\$ —</u>	<u>\$ 3.8</u>

The focus for restructuring activities in 2013 continues to be on the rationalization of operations and contingency actions in Rigid Industrial Packaging & Services. During the three months ended April 30, 2013, the Company recorded restructuring charges of (\$0.1) million, which compares to \$10.1 million of restructuring charges during the three months ended April 30, 2012. During the six months ending April 30, 2013, the Company recorded restructuring charges of \$1.2 million, which compares to \$19.0 million of restructuring charges during the six months ending April 30, 2012. The restructuring activity for the three months ended April 30, 2013 consisted of (\$1.0) million in employee separation costs, \$0.4 million in asset impairments and \$0.5 million in other restructuring costs, primarily consisting of lease termination costs and professional fees. The restructuring activity for the six months ended April 30, 2013 consisted of (\$0.4) million in employee separation costs, \$0.5 million in asset impairments and \$1.1 million in other restructuring costs, primarily consisting of lease termination costs and professional fees.

The following is a reconciliation of the total amounts expected to be incurred from open restructuring plans which are anticipated to be realized in 2013 or plans that are being formulated and have not been announced as of the date of this Form 10-Q. Amounts expected to be incurred were \$7.2 million and \$12.3 million as of April 30, 2013 and October 31, 2012, respectively. The decrease was due to the realization of expenses from plans formulated in prior periods offset by the formulation of new plans during the period. (Dollars in millions):

	Amounts Expected to be Incurred	Amounts expensed during the six month period ended April 30, 2013	Amounts Remaining to be Incurred
<b>Rigid Industrial Packaging &amp; Services</b>			
Employee separation costs	\$ 2.4	\$ (0.5)	\$ 2.9
Asset impairments	0.5	0.5	—
Other restructuring costs	4.3	0.9	3.4
	<u>7.2</u>	<u>0.9</u>	<u>6.3</u>
<b>Flexible Products &amp; Services</b>			
Employee separation costs	0.5	0.1	0.4
Asset impairments	—	—	—
Other restructuring costs	0.7	0.2	0.5
	<u>1.2</u>	<u>0.3</u>	<u>0.9</u>
	<u>\$ 8.4</u>	<u>\$ 1.2</u>	<u>\$ 7.2</u>

#### **NOTE 8 — VARIABLE INTEREST ENTITIES**

The Company evaluates whether an entity is a variable interest entity (“VIE”) at the inception of an arrangement or whenever reconsideration events occur and performs reassessments of all VIE’s quarterly to determine if the primary beneficiary designation is appropriate. The Company consolidates VIE’s for which it is the primary beneficiary regardless of whether the Company holds an ownership interest in the entity. If the Company is not the primary beneficiary and an ownership interest is held by the Company, the VIE is accounted for under the equity or cost methods of accounting. When assessing the determination of the primary beneficiary, the Company considers all relevant facts and circumstances, including: the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance; and the obligation to absorb the expected losses and/or the right to receive the expected returns of the VIE. A company acquired in 2011 is considered a VIE. However, because the Company is not the primary beneficiary, the Company will report its ownership interest in this acquired company using the equity method of accounting.

#### ***Significant Nonstrategic Timberland Transactions***

In March 2005, Soterra LLC (a wholly owned subsidiary) entered into two real estate purchase and sale agreements with Plum Creek Timberlands, L.P. (“Plum Creek”) to sell approximately 56,000 acres of timberland and related assets located primarily in Florida for an aggregate sales price of approximately \$90 million, subject to closing adjustments. In connection with the closing of one of these agreements, Soterra LLC sold approximately 35,000 acres of timberland and associated assets in Florida, Georgia and Alabama for \$51.0 million. The purchase price was paid in the form of cash and a \$50.9 million purchase note payable (the “Purchase Note”) by an indirect subsidiary of Plum Creek (the “Buyer SPE”). Soterra LLC contributed the Purchase Note to STA Timber LLC (“STA Timber”), one of the Company’s indirect wholly owned subsidiaries. The Purchase Note is secured by a Deed of Guarantee issued by Bank of America, N.A., London Branch, in an amount not to exceed \$52.3 million (the “Deed of Guarantee”), as a guarantee of the due and punctual payment of principal and interest on the Purchase Note.

The Company completed the second phase of these transactions in the first quarter of 2006. In this phase, the Company sold 15,300 acres of timberland holdings in Florida for \$29.3 million in cash, resulting in a pre-tax gain of \$27.4 million. The final phase of this transaction, approximately 5,700 acres sold for \$9.7 million in the second quarter of 2006, resulted in a pre-tax gain of \$9.0 million.

In May 2005, STA Timber issued in a private placement its 5.20% Senior Secured Notes due August 5, 2020 (the “Monetization Notes”) in the principal amount of \$43.3 million. In connection with the sale of the Monetization Notes, STA Timber entered into note purchase agreements with the purchasers of the Monetization Notes (the “Note Purchase Agreements”) and related documentation. The Monetization Notes are secured by a pledge of the Purchase Note and the Deed of Guarantee. The Monetization Notes may be accelerated in the event of a default in payment or a breach of the other obligations set forth therein or in the Note Purchase Agreements or related documents, subject in certain cases to any applicable cure periods, or upon the occurrence of certain insolvency or bankruptcy related events. The Monetization Notes are subject to a mechanism that may cause them, subject to certain conditions, to be extended to November 5, 2020. The proceeds from the sale of the Monetization Notes were primarily used for the repayment of indebtedness. Greif, Inc. and its other subsidiaries have not extended any form of guaranty of the principal or interest on the Monetization Notes. Accordingly, Greif, Inc. and its other subsidiaries will not become directly or contingently liable for the payment of the Monetization Notes at any time.

The Buyer SPE is deemed to be a VIE since the Buyer SPE is not able to satisfy its liabilities without financial support from the Company. While the Buyer SPE is a separate and distinct legal entity from the Company and no ownership interest in this entity is held by the Company, the Company is the primary beneficiary because it has (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. As a result, Buyer SPE has been consolidated into the operations of the Company.

As of April 30, 2013 and October 31, 2012, assets of the Buyer SPE consisted of \$50.9 million of restricted bank financial instruments. For both of the three month periods ended April 30, 2013 and 2012, the Buyer SPE recorded interest income of \$0.6 million. For both of the six month periods ended April 30, 2013 and 2012, the Buyer SPE recorded interest income of \$1.2 million.

As of April 30, 2013 and October 31, 2012, STA Timber had long-term debt of \$43.3 million. For both of the three month periods ended April 30, 2013 and 2012, STA Timber recorded interest expense of \$0.6 million. For both of the six month periods ended April 30, 2013 and 2012, STA Timber recorded interest expense of \$1.2 million. STA Timber is exposed to credit-related losses in the event of nonperformance by the issuer of the Deed of Guarantee.

#### ***Flexible Packaging Joint Venture***

On September 29, 2010, Greif, Inc. and its indirect subsidiary Greif International Holding Supra C.V. (“Greif Supra”) formed a joint venture (referred to herein as the “Flexible Packaging JV”) with Dabbagh Group Holding Company Limited and its subsidiary National Scientific Company Limited (“NSC”). The Flexible Packaging JV owns the operations in the Flexible Products & Services segment, with the exception of the North American multi-wall bag business. The Flexible Packaging JV has been consolidated into the operations of the Company as of its formation date of September 29, 2010.

The Flexible Packaging JV is deemed to be a VIE since the total equity investment at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support from the Company. The Company is the primary beneficiary because it has (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The economic and business purpose underlying the Flexible Packaging JV is to establish a global industrial flexible products enterprise through a series of targeted acquisitions and major investments in plant, machinery and equipment. All entities contributed to the Flexible Packaging JV were existing businesses acquired by a subsidiary of Greif, Inc. and were reorganized under Greif Flexibles Asset Holding B.V. and Greif Flexibles Trading Holding B.V. (“Asset Co.” and “Trading Co.”), respectively. The Flexible Packaging JV also includes Global Textile Company LLC (“Global Textile”), which owns and operates a fabric hub in the Kingdom of Saudi Arabia that commenced operations in the fourth quarter of 2012. The Company has 51 percent ownership in Trading Co. and 49 percent ownership in Asset Co. and Global Textile. However, Greif Supra and NSC have equal economic interests in the Flexible Packaging JV, notwithstanding the actual ownership interests in the various legal entities.

All investments, loans and capital contributions are to be shared equally by Greif, Inc. and NSC and each partner has committed to contribute capital of up to \$150 million and obtain third party financing and/or make loans for up to \$150 million as required.

The following table presents the Flexible Packaging JV total net assets (Dollars in millions):

<u>October 31, 2012</u>	<u>Asset Co.</u>	<u>Global Textile</u>	<u>Trading Co.</u>	<u>Flexible Packaging JV</u>
Total assets	\$ 151.0	\$ 47.6	\$ 138.7	\$ 337.3
Total liabilities	73.9	0.5	46.4	120.8
Net assets	<u>\$ 77.1</u>	<u>\$ 47.1</u>	<u>\$ 92.3</u>	<u>\$ 216.5</u>
<u>April 30, 2013</u>	<u>Asset Co.</u>	<u>Global Textile</u>	<u>Trading Co.</u>	<u>Flexible Packaging JV</u>
Total assets	\$ 154.3	\$ 56.8	\$ 144.1	\$ 355.2
Total liabilities	78.0	1.4	37.7	117.1
Net assets	<u>\$ 76.3</u>	<u>\$ 55.4</u>	<u>\$ 106.4</u>	<u>\$ 238.1</u>

As of April 30, 2013, Asset Co. had outstanding advances to NSC for \$0.6 million which are being used to fund certain costs incurred in Saudi Arabia in respect of the fabric hub being constructed and equipped there. These advances are recorded within the current portion related party notes and advances receivable on the Company's consolidated balance sheet since they are expected to be repaid within the next twelve months. As of April 30, 2013, Asset Co. and Trading Co. held short term loans payable to NSC for \$12.0 million recorded within short-term borrowings on the Company's consolidated balance sheet. These loans are interest bearing and are used to fund certain operational requirements.

Net losses attributable to the noncontrolling interest in the Flexible Packaging JV for the three months ended April 30, 2013 and 2012 were \$0.4 million and \$2.4 million, respectively; and for the six months ended April 30, 2013 and 2012, net losses attributable to the noncontrolling interest were \$1.1 million and \$3.8 million, respectively.

#### ***Non-United States Accounts Receivable VIE***

As further described in Note 3, Cooperage Receivables Finance B.V. is a party to the European RPA. Cooperage Receivables Finance B.V. is deemed to be a VIE since this entity is not able to satisfy its liabilities without the financial support from the Company. While this entity is a separate and distinct legal entity from the Company and no ownership interest in this entity is held by the Company, the Company is the primary beneficiary because it has (1) the power to direct the activities of the VIE that most significantly impact the VIE's economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE. As a result, Cooperage Receivables Finance B.V. has been consolidated into the operations of the Company.

#### **NOTE 9 — LONG-TERM DEBT**

Long-term debt is summarized as follows (Dollars in millions):

	<u>April 30, 2013</u>	<u>October 31, 2012</u>
Amended Credit Agreement	\$ 298.3	\$ —
2010 Credit Agreement	—	255.0
Senior Notes due 2017	302.0	302.3
Senior Notes due 2019	244.0	243.6
Senior Notes due 2021	257.6	256.0
Trade accounts receivable credit facility	130.0	110.0
Other long-term debt	47.5	33.4
	<u>1,279.4</u>	<u>1,200.3</u>
Less current portion	(10.0)	(25.0)
Long-term debt	<u>\$ 1,269.4</u>	<u>\$ 1,175.3</u>

## ***Credit Agreement***

On December 19, 2012, the Company and two of its international subsidiaries amended and restated the Company's existing \$1.0 billion senior secured credit agreement with a syndicate of financial institutions (the "Amended Credit Agreement"). The Amended Credit Agreement provides the Company with an \$800 million revolving multicurrency credit facility and a \$200 million term loan, both expiring in December 2017, with an option to add \$250 million to the facilities with the agreement of the lenders. The \$200 million term loan is scheduled to amortize by the payment of principal in the amount of \$2.5 million each quarter-end for the first eight quarters, beginning January 2013, the payment of \$5.0 million each quarter-end for the next twelve quarters and the payment of the remaining balance on the maturity date. The revolving credit facility under the Amended Credit Agreement is available to fund ongoing working capital and capital expenditure needs, for general corporate purposes and to finance acquisitions. Interest is based on a Eurodollar rate or a base rate that resets periodically plus an agreed upon margin amount. The total available borrowing under this facility was \$682.1 million as of April 30, 2013, which has been reduced by \$14.6 million for outstanding letters of credit.

The Amended Credit Agreement contains financial covenants that require the Company to maintain a certain leverage ratio and an interest coverage ratio. The leverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) the Company's total consolidated indebtedness, to (b) the Company's consolidated net income plus depreciation, depletion and amortization, interest expense (including capitalized interest), income taxes, and minus certain extraordinary gains and non-recurring gains (or plus certain extraordinary losses and non-recurring losses) and plus or minus certain other items for the preceding twelve months ("adjusted EBITDA") to be greater than 4.00 to 1. The interest coverage ratio generally requires that at the end of any fiscal quarter the Company will not permit the ratio of (a) the Company's consolidated adjusted EBITDA to (b) the Company's consolidated interest expense to the extent paid or payable, to be less than 3.00 to 1, during the preceding twelve month period.

The terms of the Amended Credit Agreement limit the Company's ability to make "restricted payments," which include dividends and purchases, redemptions and acquisitions of the Company's equity interests. The repayment of amounts borrowed under the Amended Credit Agreement are secured by a security interest in the personal property of Greif, Inc. and certain of the Company's United States subsidiaries, including equipment and inventory and certain intangible assets, as well as a pledge of the capital stock of substantially all of the Company's United States subsidiaries. The repayment of amounts borrowed under the Amended Credit Agreement is also secured, in part, by capital stock of the non-U.S. subsidiaries that are parties to the Amended Credit Agreement. However, in the event that the Company receives and maintains an investment grade rating from either Moody's Investors Service, Inc. or Standard & Poor's Corporation, the Company may request the release of such collateral. The payment of outstanding principal under the Amended Credit Agreement and accrued interest thereon may be accelerated and become immediately due and payable upon the Company's default in its payment or other performance obligations or its failure to comply with the financial and other covenants in the Amended Credit Agreement, subject to applicable notice requirements and cure periods as provided in the Amended Credit Agreement.

During the three months ended April 30, 2013 and 2012, the Company recorded no debt extinguishment charges. During the six months ended April 30, 2013, the Company recorded debt extinguishment charges of \$1.3 million resulting from the write off of unamortized deferred financing costs associated with the 2010 Credit Agreement. During the six months ended April 30, 2012, the Company recorded no debt extinguishment charges. Financing costs associated with the Amended Credit Agreement totaling \$3.4 million have been capitalized and included in other long term assets.

On October 29, 2010, the Company obtained a \$1.0 billion senior secured credit facility pursuant to an Amended and Restated Credit Agreement with a syndicate of financial institutions (the "2010 Credit Agreement"). The 2010 Credit Agreement provided for a \$750 million revolving multicurrency credit facility and a \$250 million term loan, both expiring October 29, 2015, with an option to add \$250 million to the facilities with the agreement of the lenders. The \$250 million term loan was scheduled to amortize by \$3.1 million each quarter-end for the first eight quarters, \$6.3 million each quarter-end for the next eleven quarters and the remaining balance due on the maturity date. The 2010 agreement was replaced by the Amended Credit Agreement.

The Amended Credit Agreement is available to fund ongoing working capital and capital expenditure needs, for general corporate purposes and to finance acquisitions. Interest under the Amended Credit Agreement is based on a Eurodollar rate or a base rate that resets periodically plus a calculated margin amount. As of April 30, 2013, \$298.3 million was outstanding under the Amended Credit Agreement. The current portion of the Amended Credit Agreement was \$10.0 million and the long-term portion was \$288.3 million. The weighted average interest rate on the Amended Credit Agreement was 1.83% for the six months ended April 30, 2013. The actual interest rate on the Amended Credit Agreement was 1.77% as of April 30, 2013.

## ***Senior Notes due 2017***

On February 9, 2007, the Company issued \$300.0 million of 6.75% Senior Notes due February 1, 2017. Interest on these Senior Notes is payable semi-annually. Proceeds from the issuance of these Senior Notes were principally used to fund the purchase of previously outstanding 8.875% Senior Subordinated Notes in a tender offer and for general corporate purposes.

The indenture pursuant to which these Senior Notes were issued contains certain covenants. As of April 30, 2013, the Company was in compliance with these covenants.



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### ***Senior Notes due 2019***

On July 28, 2009, the Company issued \$250.0 million of 7.75% Senior Notes due August 1, 2019. Interest on these Senior Notes is payable semi-annually. Proceeds from the issuance of these Senior Notes were principally used for general corporate purposes, including the repayment of amounts outstanding under the Company's revolving multicurrency credit facility, without any permanent reduction of the commitments.

The indenture pursuant to which these Senior Notes were issued contains certain covenants. As of April 30, 2013, the Company was in compliance with these covenants.

### ***Senior Notes due 2021***

On July 15, 2011, Greif, Inc.'s wholly-owned Luxembourg subsidiary, Greif Luxembourg Finance S.C.A., issued €200.0 million of 7.375% Senior Notes due July 15, 2021. These Senior Notes are fully and unconditionally guaranteed on a senior basis by Greif, Inc. Interest on these Senior Notes is payable semi-annually. A portion of the proceeds from the issuance of these Senior Notes was used to repay non-U.S. borrowings under the 2010 Credit Agreement, without any permanent reduction of the commitments, and the remaining proceeds are available for general corporate purposes, including the financing of acquisitions.

The indenture pursuant to which these Senior Notes were issued contains certain covenants. As of April 30, 2013, the Company was in compliance with these covenants.

### ***United States Trade Accounts Receivable Credit Facility***

On December 8, 2008, the Company entered into a trade accounts receivable credit facility (the "Receivables Facility") with a financial institution. The Receivables Facility was amended on September 19, 2011, which decreased the amount available to the borrowers from \$135.0 million to \$130.0 million and extended the termination date of the commitment to September 19, 2014. The Receivables Facility is secured by certain of the Company's trade accounts receivable in the United States and bears interest at a variable rate based on the London Interbank Offered Rate ("LIBOR") plus a margin or other agreed-upon rate (0.95% as of April 30, 2013). In addition, the Company can terminate the Receivables Facility at any time upon five days prior written notice. A significant portion of the initial proceeds from the Receivables Facility was used to pay the obligations under the previous trade accounts receivable credit facility, which was terminated. The remaining proceeds were and will be used to pay certain fees, costs and expenses incurred in connection with the Receivables Facility and for working capital and general corporate purposes. As of April 30, 2013, there was \$130.0 million outstanding under the Receivables Facility. The agreement for the Receivables Facility contains financial covenants that require the Company to maintain a certain leverage ratio and an interest coverage ratio. As of April 30, 2013, the Company was in compliance with these covenants.

Greif Receivables Funding LLC ("GRF"), an indirect subsidiary of the Company, has participated in the purchase and transfer of receivables in connection with these credit facilities and is included in the Company's consolidated financial statements. However, because GRF is a separate and distinct legal entity from the Company and its other subsidiaries, the assets of GRF are not available to satisfy the liabilities and obligations of Greif, Inc. and its other subsidiaries, and the liabilities of GRF are not the liabilities or obligations of Greif, Inc. and its other subsidiaries. This entity purchases and services the Company's trade accounts receivable that are subject to the Receivables Facility.

### ***Other***

In addition to the amounts borrowed under the Amended Credit Agreement and proceeds from the Senior Notes and the Receivables Facility, as of April 30, 2013, the Company had outstanding other debt of \$108.3 million, comprised of \$47.5 million in long-term debt and \$60.8 million in short-term borrowings, compared to other debt outstanding of \$109.4 million, comprised of \$33.4 million in long-term debt and \$76.0 million in short-term borrowings, as of October 31, 2012.

As of April 30, 2013, the current portion of the Company's long-term debt was \$10.0 million. Annual maturities, including the current portion, of long-term debt under the Company's various financing arrangements were \$5.0 million in 2013, \$187.5 million in 2014, \$20.0 million in 2015, \$20.0 million in 2016, \$322.0 million in 2017 and \$724.9 million thereafter.

As of April 30, 2013 and October 31, 2012, the Company had deferred financing fees and debt issuance costs of \$14.4 million and \$14.8 million, respectively, which are included in other long-term assets.

## **NOTE 10 — FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS**

### **Financial Instruments**

The Company uses derivatives from time to time partially to mitigate the effect of exposure to interest rate movements, exposure to currency fluctuations and energy cost fluctuations. Under ASC 815, “Derivatives and Hedging”, all derivatives are to be recognized as assets or liabilities on the balance sheet and measured at fair value. Changes in the fair value of derivatives are recognized in either net income or in other comprehensive income, depending on the designated purpose of the derivative.

While the Company may be exposed to credit losses in the event of nonperformance by the counterparties to its derivative financial instrument contracts, its counterparties are established banks and financial institutions with high credit ratings. The Company has no reason to believe that such counterparties will not be able to fully satisfy their obligations under these contracts.

During the next twelve months, the Company expects to reclassify into earnings a net loss from accumulated other comprehensive income of approximately \$0.6 million after tax at the time the underlying hedge transactions are realized.

ASC 820, “Fair Value Measurements and Disclosures” defines fair value, establishes a framework for measuring fair value in GAAP and expands disclosures about fair value measurements for financial and non-financial assets and liabilities. Additionally, this guidance established a three-level fair value hierarchy that prioritizes the inputs used to measure fair value. This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs.

The three levels of inputs used to measure fair values are as follows:

- Level 1 – Observable inputs such as unadjusted quoted prices in active markets for identical assets and liabilities.
- Level 2 – Observable inputs other than quoted prices in active markets for identical assets and liabilities.
- Level 3 – Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets and liabilities.

### **Recurring Fair Value Measurements**

The following table presents the fair value for those assets and (liabilities) measured on a recurring basis as of April 30, 2013 (Dollars in millions):

	Fair Value Measurement				Balance sheet Location
	Level 1	Level 2	Level 3	Total	
Interest rate derivatives	\$ —	\$ (1.3)	\$ —	\$(1.3)	Other long-term liabilities
Foreign exchange hedges	—	0.3	—	0.3	Other current assets
Foreign exchange hedges	—	(0.5)	—	(0.5)	Other current liabilities
Energy hedges	—	—	—	—	Other current liabilities
Total*	<u>\$ —</u>	<u>\$ (1.5)</u>	<u>\$ —</u>	<u>\$(1.5)</u>	

\* The carrying amounts of cash and cash equivalents, trade accounts receivable, accounts payable, current liabilities and short-term borrowings as of April 30, 2013 approximate their fair values because of the short-term nature of these items and are not included in this table.

### **Interest Rate Derivatives**

The Company has interest rate swap agreements with maturities through 2014. These interest rate swap agreements are used to manage the Company’s fixed and floating rate debt mix. The assumptions used in measuring fair value of these interest rate derivatives are considered level 2 inputs, which were based on interest received monthly from the counterparties based upon the LIBOR and interest paid based upon a designated fixed rate over the life of the swap agreements. These derivative instruments are designated and qualify as cash flow hedges. Accordingly, the effective portion of the gain or loss on these derivative instruments 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 during which the hedged transaction affects earnings. The ineffective portion of the gain or loss on the derivative instrument is recognized in earnings immediately.

The Company has two interest rate derivatives, both of which were entered into during the first quarter of 2012 to replace those that existed at October 31, 2011 (floating to fixed swap agreements designated as cash flow hedges) with a total notional amount of \$150 million. Under these swap agreements, the Company receives interest based upon a variable interest rate from the counterparties (weighted average of 0.20% as of April 30, 2013 and 0.21% as of October 31, 2012) and pays interest based upon a fixed interest rate (weighted average of 0.75% as of April 30, 2013 and 0.75% as of October 31, 2012). Losses reclassified to earnings under these contracts (both those that existed as of October 31, 2011 and those entered into in the first quarter 2012) were \$0.2 million and \$0.2 million for the three months ended April 30, 2013 and 2012, respectively; and were \$0.4 million and \$0.6 million for the six months ending April 30, 2013 and 2012. These losses were recorded within the consolidated statement of operations as interest expense, net. The change in fair value of these contracts resulted in losses of \$0.2 million and \$1.3 million recorded in accumulated other comprehensive income as of April 30, 2013 and 2012, respectively.

### ***Foreign Exchange Hedges***

The Company conducts business in major international currencies and is subject to risks associated with changing foreign exchange rates. The Company's objective is to reduce volatility associated with foreign exchange rate changes. Accordingly, the Company enters into various contracts that change in value as foreign exchange rates change to protect the value of certain existing foreign currency assets and liabilities, commitments and anticipated foreign currency revenues and expenses.

As of April 30, 2013, the Company had outstanding foreign currency forward contracts in the notional amount of \$155.7 million (\$233.2 million as of October 31, 2012). At April 30, 2013, these derivative instruments were designated and qualified as fair value hedges. Adjustments to fair value for fair value hedges are recognized in earnings, offsetting the impact of the hedged item. The assumptions used in measuring fair value of foreign exchange hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally foreign exchange futures contracts. Losses recorded under fair value contracts were \$1.3 million and \$0.2 million for the three months ended April 30, 2013 and 2012; respectively; and realized (gains) losses were (\$0.4) million and \$1.7 million for the six months ended April 30, 2013 and 2012.

During 2012, some derivative instruments were designated and qualified as cash flow hedges. Accordingly, the effective portion of the gain or loss on these derivative instruments was previously 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 during which the hedged transaction affected earnings. Gains reclassified to earnings for hedging contracts qualifying as cash flow hedges were \$0.1 million for the three months ended April 30, 2012 and were \$0.2 million for the six months ended April 30, 2012. These gains and losses were recorded within the consolidated statement of operations as other (income) expense, net. The change in fair value of these contracts resulted in losses or \$0.6 million recorded in other comprehensive income as of April 30, 2012. The ineffective portion of the gain or loss on the derivative instrument was previously recognized in earnings immediately.

### ***Energy Hedges***

The Company is exposed to changes in the price of certain commodities. The Company's objective is to reduce volatility associated with forecasted purchases of these commodities to allow management of the Company to focus its attention on business operations. Accordingly, the Company may enter into derivative contracts to manage the price risk associated with certain of these forecasted purchases.

From time to time, the Company has entered into certain cash flow hedges to mitigate its exposure to cost fluctuations in natural gas prices. Under these hedge agreements, the Company agreed to purchase natural gas at a fixed price. There were no energy hedges in effect as of April 30, 2013 or October 31, 2012. Such derivative instruments were previously designated and qualified as cash flow hedges. Accordingly, the effective portion of the gain or loss on such a derivative instrument was previously 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 during which the hedged transaction affected earnings. The ineffective portion of the gain or loss on such a derivative instrument was previously recognized in earnings immediately. The assumptions used in measuring fair value of energy hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally commodity futures contracts. Losses reclassified to earnings under such prior contracts were \$0.4 million for the three months ended April 30, 2012 and \$0.6 million for the six months ended April 30, 2012. Losses on such contracts were recorded within the consolidated statement of operations as cost of products sold. The change in fair value of these contracts resulted in immaterial losses recorded in accumulated other comprehensive income as of April 30, 2012.

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### ***Other financial instruments***

The estimated fair value of the Company's 2017 Senior Notes are \$338.3 million and \$330.8 million compared to the carrying amounts of \$302.0 million and \$302.3 million as of April 30, 2013, and October 31, 2012, respectively. The estimated fair value of the Company's 2019 Senior Notes are \$294.7 million and \$286.9 million compared to the carrying amounts of \$244.0 million and \$243.6 million as of April 30, 2013, and October 31, 2012, respectively. The estimated fair value of the Company's 2021 Senior Notes are \$298.5 million and \$283.4 million compared to the carrying amounts of \$257.0 million and \$256.1 million as of April 30, 2013, and October 31, 2012, respectively. The fair values of the Company's Amended Credit Agreement, the United States Trade Accounts Receivable Credit Facility and the other long-term debt does not materially differ from carrying value as the Company's cost of borrowing is variable and approximates current borrowing rates. The fair values of the Company's long-term obligations are estimated based on either the quoted market prices for the same or similar issues or the current interest rates offered for the debt of the same remaining maturities.

### **Non Recurring Fair Value Measurements**

#### ***Long-Lived Assets***

As part of the Company's restructuring plans, the Company may close manufacturing facilities. The assumptions used in measuring fair value of long-lived assets are considered level 2 inputs which were valued based on bids received from third parties, recent purchase offers and market comparables. The Company recorded restructuring-related expenses for the six month period ended April 30, 2013 and 2012 of \$0.5 million and \$4.9 million, respectively, on long lived assets with net book values of \$0.5 million and \$17.6 million, respectively.

During the six month period ended April 30, 2013, the Company recognized an impairment of \$1.8 million, primarily for assets under contract to be sold in Paper Packaging segment.

#### ***Net Assets Held for Sale***

The assumptions used in measuring fair value of net assets held for sale are considered level 2 inputs which include recent purchase offers, market comparables and/or data obtained from commercial real estate brokers. As of April 30, 2013, the Company has not recognized impairment related to net assets held for sale. As of October 31, 2012 the Company had recognized \$2.0 million of impairment related to net assets held for sale.

#### ***Goodwill and Long Lived Intangible Assets***

On an annual basis or whenever events or circumstances indicate impairment may have occurred, the Company performs impairment tests for goodwill and intangibles as defined under ASC 350, "Intangibles-Goodwill and Other." The Company concluded that no impairment existed as of April 30, 2013.

#### ***Pension Plan Assets***

On an annual basis the Company compares the asset holdings of the pension plan to targets established by the Company. The pension plan assets are categorized as either equity securities, debt securities, or other assets, which are considered level 1, level 2 and level 3 fair value measurements, respectively. The typical asset holdings include:

- Mutual funds: Valued at the Net Asset Value "NAV" available daily in an observable market.
- Common collective trusts: Unit value calculated based on the observable NAV of the underlying investment.
- Pooled separate accounts: Unit value calculated based on the observable NAV of the underlying investment.
- Government and corporate debt securities: Valued based on readily available inputs such as yield or price of bonds of comparable quality, coupon, maturity and type.
- Insurance Annuity: Value is derived based on the value of the corresponding liability.

**NOTE 11 — STOCK-BASED COMPENSATION**

Stock-based compensation is accounted for in accordance with ASC 718, “Compensation – Stock Compensation,” which requires companies to estimate the fair value of share-based awards on the date of grant using an option-pricing model. The value of the portion of the award that is ultimately expected to vest is recognized as an expense in the Company’s consolidated statements of operations over the requisite service periods. The Company uses the straight-line single option method of expensing stock options to recognize compensation expense in its consolidated statements of operations for all share-based awards. Because share-based compensation expense is based on awards that are ultimately expected to vest, share-based compensation expense will be reduced to account for estimated forfeitures. ASC 718 requires forfeitures to be estimated at the time of grant and revised, if necessary, in subsequent periods if actual forfeitures differ from those estimates. No stock options were granted in 2013 or 2012. For any options granted in the future, compensation expense will be based on the grant date fair value estimated in accordance with the provisions of ASC 718.

**NOTE 12 — INCOME TAXES**

The effective tax rate was 30.6% and 28.9% for the three months ended April 30, 2013 and 2012, respectively; and 31.3% and 30.3% for the six months ended April 30, 2013 and 2012, respectively. Income tax expense was \$18.9 million and \$15.1 million for the three months ended April 30, 2013 and 2012, respectively; and \$31.4 million and \$26.1 million for the six months ended April 30, 2013 and 2012, respectively. The increase was attributable to higher income and an increase in the proportion of income generated in the United States, which is a higher tax jurisdiction.

The Company has estimated the reasonably possible net change in its unrecognized tax benefits through April 30, 2014 under ASC 740, “Income Taxes”. The Company’s estimate is based on expected settlements, payments of uncertain tax positions and lapses of applicable statutes of limitations, and includes an unfavorable court decision related to a fully reserved foreign controversy for tax years ending October 31, 2001 through October 31, 2007. The resolution of the foreign controversy will be offset by the utilization of tax losses. The estimated net decrease in unrecognized tax benefits for the next 12 months ranges from approximately \$17.8 million to \$28.0 million. Actual results may differ materially from this estimate.

**NOTE 13 — RETIREMENT PLANS AND POSTRETIREMENT HEALTH CARE AND LIFE INSURANCE BENEFITS**

The components of net periodic pension cost include the following (Dollars in millions):

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
Service cost	\$ 4.2	\$ 3.4	\$ 8.4	\$ 6.8
Interest cost	6.9	7.4	13.8	14.8
Expected return on plan assets	(8.1)	(8.5)	(16.2)	(17.0)
Amortization of prior service cost, initial net asset and net actuarial gain	4.2	3.2	8.4	6.4
Net periodic pension costs	<u>\$ 7.2</u>	<u>\$ 5.5</u>	<u>\$ 14.4</u>	<u>\$ 11.0</u>

The Company made \$6.8 million in pension contributions in the six months ended April 30, 2013. The Company estimates \$13.1 million of pension contributions for the entire 2013 fiscal year.

The components of net periodic cost for postretirement benefits include the following (Dollars in millions):

	Three months ended		Six months ended	
	April 30,		April 30,	
	2013	2012	2013	2012
Service cost	\$ —	\$ —	\$ —	\$ —
Interest cost	0.2	0.3	0.4	0.6
Amortization of prior service cost and recognized actuarial gain	(0.4)	(0.4)	(0.8)	(0.8)
Net periodic cost for postretirement benefits	<u>\$ (0.2)</u>	<u>\$ (0.1)</u>	<u>\$ (0.4)</u>	<u>\$ (0.2)</u>

## **NOTE 14 — CONTINGENT LIABILITIES**

### ***Litigation-related Liabilities***

The Company may become involved from time-to-time in litigation and regulatory matters incidental to its business, including governmental investigations, enforcement actions, personal injury claims, product liability, employment claims, health and safety matters, commercial disputes, intellectual property matters, disputes regarding environmental clean-up costs, litigation in connection with acquisitions and divestitures and other matters arising out of the normal conduct of its business. The Company intends to vigorously defend itself in such litigation. The Company does not believe that the outcome of any pending litigation will have a material adverse effect on its consolidated financial statements.

The Company may accrue for contingencies related to litigation and regulatory matters if it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. Because litigation is inherently unpredictable and unfavorable resolutions can occur, assessing contingencies is highly subjective and requires judgments about future events. The Company regularly reviews contingencies to determine whether its accruals are adequate. The amount of ultimate loss may differ from these estimates.

### ***Environmental Reserves***

As of April 30, 2013 and October 31, 2012, environmental reserves of \$26.9 million and \$27.5 million, respectively, were included in other long-term liabilities and were recorded on an undiscounted basis. These reserves are principally based on environmental studies and cost estimates provided by third parties, but also take into account management estimates. The estimated liabilities are reduced to reflect the anticipated participation of other potentially responsible parties in those instances where it is probable that such parties are legally responsible and financially capable of paying their respective shares of relevant costs. For sites that involve formal actions subject to joint and several liabilities, these actions have formal agreements in place to apportion the liability. As of April 30, 2013 and October 31, 2012, environmental reserves of the Company included \$13.8 million and \$13.9 million, respectively, for its blending facility in Chicago, Illinois, \$7.3 million and \$7.4 million, respectively, for various European drum facilities acquired from Blagden and Van Leer, \$3.7 million and \$4.2 million, respectively, for its various container life cycle management and recycling facilities acquired in 2011 and 2010, and \$2.1 million and \$2.0 million for various other facilities around the world.

As of April 30, 2013, Greif estimated that payments for environmental remediation will be \$8.0 million in 2013, \$3.8 million in 2014, \$2.1 million in 2015, \$3.8 million in 2016, \$2.1 million in 2017 and \$7.1 million thereafter. The Company's exposure to adverse developments with respect to any individual site is not expected to be material. Although environmental remediation could have a material effect on results of operations if a series of adverse developments occur in a particular quarter or year, the Company believes that the chance of a series of adverse developments occurring in the same quarter or year is remote. Future information and developments will require the Company to continually reassess the expected impact of these environmental matters.

## **NOTE 15 — EARNINGS PER SHARE**

The Company has two classes of common stock and, as such, applies the “two-class method” of computing earnings per share (“EPS”) as prescribed in ASC 260, “Earnings Per Share”. In accordance with this guidance, earnings are allocated first to Class A and Class B Common Stock to the extent that dividends are actually paid and the remainder allocated assuming all of the earnings for the period have been distributed in the form of dividends.

The Company calculates Class A EPS as follows: (i) multiply 40 percent times the average Class A shares outstanding, then divide that amount by the product of 40 percent of the average Class A shares outstanding plus 60 percent of the average Class B shares outstanding to get a percentage, (ii) divide undistributed net income attributable to Greif, Inc. by the average Class A shares outstanding, then (iii) multiply item (i) by item (ii), and finally (iv) add item (iii) to the Class A cash dividend per share. Diluted shares are factored into the Class A calculation.

The Company calculates Class B EPS as follows: (i) multiply 60 percent times the average Class B shares outstanding, then divide that amount by the product of 40 percent of the average Class A shares outstanding plus 60 percent of the average Class B shares outstanding to get a percentage, (ii) divide undistributed net income attributable to Greif, Inc. by the average Class B shares outstanding, then (iii) multiply item (i) by item (ii), and finally (iv) add item (iii) to the Class B cash dividend per share. Class B diluted EPS is identical to Class B basic EPS.

The following table provides EPS information for each period, respectively:

<u>(In millions, except per share data)</u>	<b>Three months ended</b>		<b>Six months ended</b>	
	<b>April 30,</b>		<b>April 30,</b>	
	<b>2013</b>	<b>2012</b>	<b>2013</b>	<b>2012</b>
<b>Numerator for basic and diluted EPS</b>				
Net income attributable to Greif, Inc.	\$ 40.9	\$ 39.4	\$ 65.8	\$ 61.1
Cash dividends	24.6	24.5	49.0	48.8
Undistributed net income attributable to Greif, Inc.	\$ 16.3	\$ 14.9	\$ 16.8	\$ 12.3
<b>Denominator for basic EPS</b>				
Class A common stock	25.4	25.1	25.4	25.1
Class B common stock	22.1	22.1	22.1	22.1
<b>Denominator for diluted EPS</b>				
Class A common stock	25.4	25.3	25.4	25.2
Class B common stock	22.1	22.1	22.1	22.1
<b>EPS Basic</b>				
Class A common stock	\$ 0.70	\$ 0.68	\$ 1.13	\$ 1.05
Class B common stock	\$ 1.05	\$ 1.01	\$ 1.68	\$ 1.57
<b>EPS Diluted</b>				
Class A common stock	\$ 0.70	\$ 0.67	\$ 1.13	\$ 1.05
Class B common stock	\$ 1.05	\$ 1.01	\$ 1.68	\$ 1.57
<b>Dividends per share</b>				
Class A common stock	\$ 0.42	\$ 0.42	\$ 0.84	\$ 0.84
Class B common stock	\$ 0.63	\$ 0.63	\$ 1.25	\$ 1.25

Class A Common Stock is entitled to cumulative dividends of one cent a share per year after which Class B Common Stock is entitled to non-cumulative dividends up to a half-cent a share per year. Further distribution in any year must be made in proportion of one cent a share for Class A Common Stock to one and a half cents a share for Class B Common Stock. The Class A Common Stock has no voting rights unless four quarterly cumulative dividends upon the Class A Common Stock are in arrears. The Class B Common Stock has full voting rights. There is no cumulative voting for the election of directors.

### **Common stock repurchases**

The Company's Board of Directors has authorized the purchase of up to four million shares of Class A Common Stock or Class B Common Stock or any combination of the foregoing. During the six months ended April 30, 2013, the Company repurchased no shares of Class A or Class B Common Stock. During the six months ended April 30, 2012, the Company repurchased no shares of Class A Common Stock. During the three and six months ended April 30, 2012, the Company repurchased 1,000 shares of Class B Common Stock. As of April 30, 2013, the Company had repurchased 3,184,272 shares, including 1,425,452 shares of Class A Common Stock and 1,758,820 shares of Class B Common Stock, under this program which were all purchased in prior years. The total cost of the shares repurchased from November 1, 2011 through April 30, 2013 was approximately \$0.1 million.

The following table summarizes the Company's Class A and Class B common and treasury shares as of the specified dates:

	<u>Authorized Shares</u>	<u>Issued Shares</u>	<u>Outstanding Shares</u>	<u>Treasury Shares</u>
October 31, 2012:				
Class A Common Stock	128,000,000	42,281,920	25,283,465	16,998,455
Class B Common Stock	69,120,000	34,560,000	22,119,966	12,440,034
April 30, 2013:				
Class A Common Stock	128,000,000	42,281,920	25,424,224	16,857,696
Class B Common Stock	69,120,000	34,560,000	22,119,966	12,440,034

The following is a reconciliation of the shares used to calculate basic and diluted earnings per share:

	<u>Three months ended</u>		<u>Six months ended</u>	
	<u>April 30,</u>		<u>April 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
<u>Class A Common Stock:</u>				
Basic shares	25,390,486	25,149,691	25,353,441	25,101,280
Assumed conversion of stock options	43,699	141,404	40,962	134,423
Diluted shares	<u>25,434,185</u>	<u>25,291,095</u>	<u>25,394,403</u>	<u>25,235,703</u>
<u>Class B Common Stock:</u>				
Basic and diluted shares	<u>22,119,966</u>	<u>22,120,666</u>	<u>22,119,966</u>	<u>22,120,816</u>

No stock options were antidilutive for the three and six month periods ended April 30, 2013 and 2012, respectively.

**NOTE 16 – EQUITY EARNINGS OF UNCONSOLIDATED AFFILIATES, NET OF TAX AND NET INCOME ATTRIBUTABLE TO NONCONTROLLING INTERESTS**

***Equity earnings of unconsolidated affiliates, net of tax***

Equity earnings of unconsolidated affiliates, net of tax represent the Company's share of earnings of affiliates in which the Company does not exercise control and has a 20 percent or more voting interest. Investments in such affiliates are accounted for using the equity method of accounting. If the fair value of an investment in an affiliate is below its carrying value and the difference is deemed to be other than temporary, the difference between the fair value and the carrying value is charged to earnings. The Company has an equity interest in six such affiliates. Equity earnings of unconsolidated affiliates, net of tax for the three months ended April 30, 2013 and 2012 were \$0.2 million and \$2.0 million, respectively. Dividends received from the Company's equity method affiliates for the three months ended April 30, 2013 were immaterial and there were no dividends received for the three months ended April 30, 2012. Equity earnings of unconsolidated affiliates, net of tax for the six months ended April 30, 2013 and 2012 were \$0.3 million and \$2.0 million, respectively. Dividends received from the Company's equity method affiliates for the six months ended April 30, 2013 were immaterial and there were no dividends received for the six months ended April 30, 2012. The Company has made loans to an entity deemed a VIE and accounted for as an unconsolidated equity investment. These loans bear interest at various interest rates. The original principal balance of these loans was \$22.2 million. As of April 30, 2013, these loans had an outstanding balance of \$16.3 million.

***Net (income) loss attributable to noncontrolling interests***

Net (income) loss attributable to noncontrolling interests represent the portion of earnings or losses from the operations of the Company's consolidated subsidiaries attributable to unrelated third party equity owners that were (deducted from)/added to net income to arrive at net income attributable to the Company. Net (income) loss attributable to noncontrolling interests for the three months ended April 30, 2013 and 2012 was (\$2.1) million and \$0.2 million, respectively. Net (income) loss attributable to noncontrolling interests for the six months ended April 30, 2013 and 2012 was (\$3.4) million and (\$0.9) million, respectively.



## NOTE 17 — SHAREHOLDERS EQUITY

The components of Shareholders' Equity from October 31, 2012 to April 30, 2013 (Dollars in millions, shares in thousands):

	Capital Stock		Treasury Stock		Retained Earnings	Noncontrolling interests	Accumulated Other Comprehensive Income (Loss)	Shareholders' Equity
	Common		Treasury					
	Shares	Amount	Shares	Amount				
<b>As of October 31, 2012</b>	47,403	\$ 123.8	29,439	\$ (131.4)	\$ 1,404.4	\$ 119.6	\$ (196.0)	\$ 1,320.4
Net income					65.8	3.4		69.2
Other comprehensive income (loss):								
- foreign currency translation						2.9	(7.3)	(4.4)
- Reclassification of cash flow hedges to earnings, net of income tax benefit of \$0.2 million							0.2	0.2
- Unrealized loss on cash flow hedges, net of income tax expense of \$0.2 million							(0.1)	(0.1)
- minimum pension liability adjustment, net of income tax expense of \$0.3 million							0.8	0.8
Comprehensive income								65.7
Noncontrolling interests and other						(3.8)		(3.8)
Dividends paid					(49.0)			(49.0)
Stock options exercised	66	0.9	(66)	0.1				1.0
Restricted stock executives and directors	21	1.0	(21)	0.1				1.1
Long-term incentive shares issued	54	2.1	(54)	0.1				2.2
<b>As of April 30, 2013</b>	<u>47,544</u>	<u>\$ 127.8</u>	<u>29,298</u>	<u>\$ (131.1)</u>	<u>\$ 1,421.2</u>	<u>\$ 122.1</u>	<u>\$ (202.4)</u>	<u>\$ 1,337.6</u>

## NOTE 18 — BUSINESS SEGMENT INFORMATION

The Company has five operating segments, which are aggregated into four reportable business segments: Rigid Industrial Packaging & Services, Flexible Products & Services, Paper Packaging, and Land Management.

Operations in the Rigid Industrial Packaging & Services segment involve the production and sale of rigid industrial packaging products, such as steel, fibre and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, transit protection products, water bottles and reconditioned containers, and services, such as container life cycle services, blending, filling and other packaging services, logistics and warehousing. The Company's rigid industrial packaging products are sold to customers in industries such as chemicals, paints and pigments, food and beverage, petroleum, industrial coatings, agricultural, pharmaceutical and mineral, among others.

Operations in the Flexible Products & Services segment involve the production and sale of flexible intermediate bulk containers and related services on a global basis and the sale of industrial and consumer shipping sacks and multiwall bag products in North America. The Company's flexible intermediate bulk containers are constructed from a polypropylene-based woven fabric that is produced at its fully integrated production sites, as well as sourced from strategic regional suppliers. Flexible products are sold to customers and in market segments similar to those of the Company's Rigid Industrial Packaging & Services segment. Additionally, the Company's flexible products significantly expand its presence in the agricultural and food industries, among others. The Company's industrial and consumer shipping sacks and multiwall bag products are used to ship a wide range of industrial and consumer products, such as seed, fertilizers, chemicals, concrete, flour, sugar, feed, pet foods, popcorn, charcoal and salt, primarily for the agricultural, chemical, building products and food industries.

Operations in the Paper Packaging segment involve the production and sale of containerboard, corrugated sheets, corrugated containers and other corrugated products to customers in North America. The Company's corrugated container products are used to ship such diverse products as home appliances, small machinery, grocery products, automotive components, books and furniture, as well as numerous other applications.

Operations in the Land Management segment involve the management and sale of timber and special use properties from approximately 269,550 acres of timber properties in the southeastern United States, which are actively managed, and 11,850 acres of timber properties in Canada. Land Management's operations focus on the active harvesting and regeneration of our United States timber properties to achieve sustainable long-term yields. While timber sales are subject to fluctuations, the Company seeks to maintain a consistent cutting schedule, within the limits of market and weather conditions. The Company also sells, from time to time, timberland and special use properties, which consists of surplus properties, HBU properties, and development properties.

The Company's reportable business segments offer different products and services. The accounting policies of the reportable business segments are substantially the same as those described in the "Basis of Presentation and Summary of Significant Accounting Policies" note in the 2012 Form 10-K.

The following segment information is presented for the periods indicated (Dollars in millions):

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
<b>Net sales</b>				
Rigid Industrial Packaging & Services	\$ 773.4	\$ 803.0	\$1,477.8	\$1,506.4
Flexible Products & Services	112.4	113.9	223.8	228.7
Paper Packaging	194.5	173.4	378.7	341.5
Land Management	8.6	7.9	17.2	14.4
Total net sales	<u>\$1,088.9</u>	<u>\$1,098.2</u>	<u>\$2,097.5</u>	<u>\$2,091.0</u>
<b>Operating profit:</b>				
Rigid Industrial Packaging & Services	\$ 53.2	\$ 56.0	\$ 85.3	\$ 87.0
Flexible Products & Services	0.8	(1.9)	1.4	0.4
Paper Packaging	25.7	17.1	53.4	37.3
Land Management	4.2	7.1	8.4	10.1
Total operating profit	<u>\$ 83.9</u>	<u>\$ 78.3</u>	<u>\$ 148.5</u>	<u>\$ 134.8</u>
<b>Depreciation, depletion and amortization expense:</b>				
Rigid Industrial Packaging & Services	\$ 26.6	\$ 27.3	\$ 53.5	\$ 53.2
Flexible Products & Services	3.7	3.8	7.2	7.7
Paper Packaging	7.4	7.8	15.4	15.7
Land Management	1.2	0.8	2.3	1.8
Total depreciation, depletion and amortization expense	<u>\$ 38.9</u>	<u>\$ 39.7</u>	<u>\$ 78.4</u>	<u>\$ 78.4</u>

The following table presents net sales to external customers by geographic area (Dollars in millions):

	Three months ended April 30,		Six months ended April 30,	
	2013	2012	2013	2012
<b>Net sales:</b>				
North America	\$ 513.3	\$ 506.6	\$ 989.4	\$ 960.0
Europe, Middle East and Africa	413.5	423.9	784.1	802.2
Asia Pacific and Latin America	162.1	167.7	324.0	328.8
Total net sales	<u>\$ 1,088.9</u>	<u>\$ 1,098.2</u>	<u>\$ 2,097.5</u>	<u>\$ 2,091.0</u>

The following table presents total assets by segment and geographic area (Dollars in millions):

	<u>April 30, 2013</u>	<u>October 31, 2012</u>
<b>Assets:</b>		
Rigid Industrial Packaging & Services	\$ 2,436.1	\$ 2,484.7
Flexible Products & Services	381.7	363.8
Paper Packaging	409.0	401.7
Land Management	282.3	280.5
Total segments	<u>3,509.1</u>	<u>3,530.7</u>
Corporate and other	384.1	326.2
Total assets	<u>\$ 3,893.2</u>	<u>\$ 3,856.9</u>
<b>Assets:</b>		
North America	\$ 1,733.8	\$ 1,717.2
Europe, Middle East and Africa	1,580.4	1,555.0
Asia Pacific and Latin America	579.0	584.7
Total assets	<u>\$ 3,893.2</u>	<u>\$ 3,856.9</u>

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

### **GENERAL**

The terms "Greif," "our company," "we," "us" and "our" as used in this discussion refer to Greif, Inc. and its subsidiaries. Our fiscal year begins on November 1 and ends on October 31 of the following year. Any references in this Form 10-Q to the years 2013 or 2012, or to any quarter of those years, relates to the fiscal year or quarter, as the case may be, ended in that year.

The discussion and analysis presented below relates to the material changes in financial condition and results of operations for our consolidated balance sheets as of April 30, 2013 and October 31, 2012, and for the consolidated statements of operations for the three and six months ended April 30, 2013 and 2012. This discussion and analysis should be read in conjunction with the consolidated financial statements that appear elsewhere in this Form 10-Q and "Management's Discussion and Analysis of Financial Condition and Results of Operations" included in our Annual Report on Form 10-K for the fiscal year ended October 31, 2012 (the "2012 Form 10-K"). Readers are encouraged to review the entire 2012 Form 10-K, as it includes information regarding Greif not discussed in this Form 10-Q. This information will assist in your understanding of the discussion of our current period financial results. Certain prior year amounts have been reclassified to conform to the current year presentation.

All statements, other than statements of historical facts, included in this Form 10-Q, including without limitation, statements regarding our future financial position, business strategy, budgets, projected costs, goals and plans and objectives of management for future operations, are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements generally can be identified by the use of forward-looking terminology such as "may," "will," "expect," "intend," "estimate," "anticipate," "project," "believe," "continue," "on track" or "target" or the negative thereof or variations thereon or similar terminology. All forward-looking statements made in this Form 10-Q are based on information currently available to management. Although we believe that the expectations reflected in forward-looking statements have a reasonable basis, we can give no assurance that these expectations will prove to be correct. Forward-looking statements are subject to risks and uncertainties that could cause actual events or results to differ materially from those expressed in or implied by the statements. Such risks and uncertainties that might cause a difference include, but are not limited to, the following: (i) the current and future challenging global economy may adversely affect our business, (ii) historically, our business has been sensitive to changes in general economic or business conditions, (iii) our operations are subject to currency exchange and political risks that could adversely affect our results of operations (iv) the continuing consolidation of our customer base and suppliers may intensify pricing pressure, (v) we operate in highly competitive industries, (vi) our business is sensitive to changes in industry demands, (vii) raw material and energy price fluctuations and shortages may adversely impact our manufacturing operations and costs, (viii) we may encounter difficulties arising from acquisitions, (ix) we may incur additional restructuring costs and there is no guarantee that our efforts to reduce costs will be successful, (x) tax legislation initiatives or challenges to our tax positions may adversely impact our financial results or condition, (xi) several operations are conducted by joint ventures that we cannot operate solely for our benefit, (xii) our ability to attract, develop and retain talented employees, managers and executives is critical to our success, (xiii) our business may be adversely impacted by work stoppages and other labor relations matters, (xiv) we may be subject to losses that might not be covered in whole or in part by existing insurance reserves or insurance coverage, (xv) our

business depends on the uninterrupted operations of our facilities, systems and business functions, including our information technology and other business systems, (xvi) legislation/regulation related to climate change, environmental and health and safety matters and corporate social responsibility could negatively impact our operations and financial performance, (xvii) product liability claims and other legal proceedings could adversely affect our operations and financial performance, (xviii) we may incur fines or penalties, damage to reputation or other adverse consequences if our employees, agents or business partners violate, or are alleged to have violated, anti-bribery, competition or other laws, (xix) changing climate conditions may adversely affect our operations and financial performance, and (xx) the frequency and volume of our timber and timberland sales will impact our financial performance. The risks described above are not all inclusive, and given these and other possible risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. For a more detailed discussion of the most significant risks and uncertainties that could cause our actual results to differ materially from those projected, see “Risk Factors” in Part I, Item 1A of our Form 10-K for the year ended October 31, 2012 and our other filings with the Securities and Exchange Commission. All forward-looking statements made in this Form 10-Q are expressly qualified in their entirety by reference to such risk factors. Except to the limited extent required by applicable law, we undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

## **OVERVIEW**

### **Business Segments**

We have five operating segments, which are aggregated into four reportable business segments: Rigid Industrial Packaging & Services; Flexible Products & Services; Paper Packaging; and Land Management.

We are a leading global producer of rigid industrial packaging products, such as steel, fibre and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, transit protection products, water bottles and reconditioned containers, and services, such as container life cycle services, blending, filling and other packaging services, logistics and warehousing. We sell our industrial packaging products and services to customers in industries such as chemicals, paints and pigments, food and beverage, petroleum, industrial coatings, agricultural, pharmaceutical and mineral, among others.

We are a leading global producer of flexible intermediate bulk containers and related services on a global basis and the sale of industrial and consumer shipping sacks and multiwall bag products in North America. Our flexible intermediate bulk containers consist of a polypropylene-based woven fabric that is partly produced at our fully integrated production sites, as well as sourced from strategic regional suppliers. Our flexible products are sold to customers and in market segments similar to those in our Rigid Industrial Packaging & Services segment. Additionally, our flexible products significantly expand our presence in the agricultural and food industries, among others. Our industrial and consumer shipping sacks and multiwall bag products are used to ship a wide range of industrial and consumer products, such as seed, fertilizers, chemicals, concrete, flour, sugar, feed, pet foods, popcorn, charcoal and salt, primarily for the agricultural, chemical, building products and food industries.

We sell containerboard, corrugated sheets and other corrugated products to customers in North America. Our corrugated container products are used to ship such diverse products as home appliances, small machinery, grocery products, automotive components, books and furniture, as well as numerous other applications.

As of April 30, 2013, we owned approximately 269,550 acres of timber properties in the southeastern United States, which are actively managed, and approximately 11,850 acres of timber properties in Canada. Our Land Management team is focused on the active harvesting and regeneration of our United States timber properties to achieve sustainable long-term yields. While timber sales are subject to fluctuations, we seek to maintain a consistent cutting schedule, within the limits of market and weather conditions. We also sell, from time to time, timberland and special use properties, which consist of surplus properties, higher and better use (“HBU”) properties, and development properties.

### **Greif Business System**

In 2003, we implemented the “Greif Business System,” a quantitative, systematic and disciplined process to improve productivity, increase profitability, reduce costs and drive shareholder value. The Greif Business System is directed by the Greif Way, which embodies the principles that are at the core of our culture: respect for one another, “treating others as we want to be treated” and respect for our environment. The operating engine for the Greif Business System is a combination of lean manufacturing; network alignment and continuous improvement within our facilities; customer service; value selling and other commercial initiatives; maximizing cash flow; and strategic sourcing and supply chain initiatives to more effectively leverage our global spend. More recently, we have also focused on applying “lean” principles to back-office activities to streamline and improve transactional processes across our network of business and shared services. At the core supporting the Greif Business System is our people, using rigorous performance management and robust strategic planning skills to guide our continued growth.

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## **CRITICAL ACCOUNTING POLICIES**

The discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”). The preparation of these consolidated financial statements, in accordance with these principles, require us to make estimates and assumptions that affect the reported amount of assets and liabilities, revenues and expenses and related disclosure of contingent assets and liabilities as of the date of our consolidated financial statements.

Our significant accounting policies are discussed in Part II, Item 7 – Management’s Discussion and Analysis of Financial Condition and Results of Operation of the 2012 Form 10-K. We believe that the consistent application of these policies enables us to provide readers of the consolidated financial statements with useful and reliable information about our results of operations and financial condition.

Other items that could have a significant impact on the financial statements include the risks and uncertainties listed in Part I, Item 1A—Risk Factors, of the 2012 Form 10-K. Actual results could differ materially using different estimates and assumptions, or if conditions are significantly different in the future.

## **RESULTS OF OPERATIONS**

The following comparative information is presented for the three and six month periods ended April 30, 2013 and 2012. Historically, revenues and earnings may or may not be representative of future operating results attributable to various economic and other factors.

The non-GAAP financial measure of EBITDA is used throughout the following discussion of our results of operations. EBITDA is defined as net income, plus interest expense, net, plus income tax expense, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation, depletion and amortization. Since we do not calculate net income by segment, EBITDA by segment is reconciled to operating profit by segment. We use EBITDA as one of the financial measures to evaluate our historical and ongoing operations.

## Second Quarter Results

The following table sets forth the net sales, operating profit and EBITDA\* for each of our business segments for the three month periods ended April 30, 2013 and 2012 (Dollars in millions):

	Three months ended April 30,	
	2013	2012
<b>Net sales:</b>		
Rigid Industrial Packaging & Services	\$ 773.4	\$ 803.0
Flexible Products & Services	112.4	113.9
Paper Packaging	194.5	173.4
Land Management	8.6	7.9
Total net sales	<u>\$1,088.9</u>	<u>\$1,098.2</u>
<b>Operating profit:</b>		
Rigid Industrial Packaging & Services	\$ 53.2	\$ 56.0
Flexible Products & Services	0.8	(1.9)
Paper Packaging	25.7	17.1
Land Management	4.2	7.1
Total operating profit	<u>\$ 83.9</u>	<u>\$ 78.3</u>
<b>EBITDA*:</b>		
Rigid Industrial Packaging & Services	\$ 80.9	\$ 82.1
Flexible Products & Services	3.4	0.5
Paper Packaging	32.3	24.8
Land Management	5.4	7.9
Total EBITDA	<u>\$ 122.0</u>	<u>\$ 115.3</u>

The following table sets forth EBITDA\*, reconciled to net income and operating profit, for our consolidated results for the three month periods ended April 30, 2013 and 2012 (Dollars in millions):

<u>For the three months ended April 30,</u>	<u>2013</u>	<u>2012</u>
Net income	\$ 43.0	\$ 39.2
Plus: interest expense, net	21.4	23.3
Plus: income tax expense	18.9	15.1
Plus: depreciation, depletion and amortization expense	38.9	39.7
Plus: debt extinguishment charges	—	—
Less: equity earnings of unconsolidated affiliates, net of tax	0.2	2.0
<b>EBITDA*</b>	<u>\$122.0</u>	<u>\$115.3</u>
Net income	\$ 43.0	\$ 39.2
Plus: interest expense, net	21.4	23.3
Plus: income tax expense	18.9	15.1
Plus: other expense (income), net	0.8	2.7
Plus: debt extinguishment charges	—	—
Less: equity earnings of unconsolidated affiliates, net of tax	0.2	2.0
<b>Operating profit</b>	83.9	78.3
Less: other expense (income), net	0.8	2.7
Plus: depreciation, depletion and amortization expense	38.9	39.7
<b>EBITDA*</b>	<u>\$122.0</u>	<u>\$115.3</u>

\* EBITDA is defined as net income, plus interest expense, net, plus income tax expense, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation, depletion and amortization.

The following table sets forth EBITDA\* for our business segments, reconciled to the operating profit for each segment, for the three month periods ended April 30, 2013 and 2012 (Dollars in millions):

<u>For the three months ended April 30,</u>	<u>2013</u>	<u>2012</u>
<b>Rigid Industrial Packaging &amp; Services</b>		
Operating profit	\$ 53.2	\$ 56.0
Less: other (income) expense, net	(1.1)	1.2
Plus: depreciation and amortization expense	<u>26.6</u>	<u>27.3</u>
EBITDA*	80.9	82.1
<b>Flexible Products &amp; Services</b>		
Operating profit	\$ 0.8	\$ (1.9)
Less: other (income) expense, net	1.1	1.4
Plus: depreciation and amortization expense	<u>3.7</u>	<u>3.8</u>
EBITDA*	3.4	0.5
<b>Paper Packaging</b>		
Operating profit	\$ 25.7	\$ 17.1
Less: other (income) expense, net	0.8	0.1
Plus: depreciation and amortization expense	<u>7.4</u>	<u>7.8</u>
EBITDA*	32.3	24.8
<b>Land Management</b>		
Operating profit	\$ 4.2	\$ 7.1
Plus: depreciation, depletion and amortization expense	<u>1.2</u>	<u>0.8</u>
EBITDA*	<u>\$ 5.4</u>	<u>\$ 7.9</u>
Consolidated EBITDA	<u>\$122.0</u>	<u>\$115.3</u>

\* EBITDA is defined as net income, plus interest expense, net, plus income tax expense, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation, depletion and amortization. However, because we do not calculate net income by segment, this table calculates EBITDA by segment with reference to operating profit by segment, which as demonstrated in the table on page 30 is another method to achieve the same result.

## Net Sales

Net sales were \$1,088.9 million for the second quarter of 2013 compared with \$1,098.2 million for the second quarter of 2012. The second quarter 2013 net sales change by segment compared with the same period in 2012 was Paper Packaging (\$21.1 million increase), Land Management (\$0.7 million increase), Flexible Products & Services (\$1.5 million decrease) and Rigid Industrial Packaging & Services (\$29.6 million decrease).

The decrease in net sales of 0.8 percent was primarily due to the impact of a 0.5 percent increase in volumes, offset by a 0.5 percent decline in selling prices and a 0.8 percent negative impact of foreign currency translation. Higher selling prices for containerboard products were more than offset by lower selling prices for rigid industrial packaging products and polywoven products.

## Operating Costs

Gross profit decreased 1.4 percent to \$202.6 million for the second quarter of 2013 compared with \$205.5 million for the second quarter of 2012. Improvements in the Paper Packaging segment were more than offset by a decline in the Rigid Industrial Packaging & Services and Flexible Products & Services segments. Gross profit was 18.6 percent of net sales for the second quarter of 2013 versus 18.7 percent of net sales for the second quarter of 2012.

SG&A expenses increased to \$121.9 million for the second quarter of 2013 compared with \$119.1 million for the second quarter of 2012. The increase was principally due to start-up costs related to the expansion of the rigid IBC business globally and higher information technology expenditures. There were \$1.8 million of non-cash impairment charges related to surplus non-timber properties under contract or being marketed for sale in the second quarter of 2013 compared with \$2.4 million in the second quarter of 2012. Included in SG&A expenses are acquisition-related costs, which were immaterial for the second quarter 2013, compared to \$1.2 million for the second quarter 2012. SG&A expenses, as a percentage of net sales, were 11.2 percent for the second quarter of 2013 compared with 10.9 percent for the second quarter of 2012.

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## **Restructuring Charges**

Second quarter 2013 restructuring charges were immaterial. Second quarter 2012 restructuring charges of \$10.1 million, primarily related to consolidation of operations in the Flexible Products & Services segment and rationalization of operations in the Rigid Industrial Packaging & Services segment, consisted of \$3.0 million in employee separation costs, \$3.2 million of asset impairments and \$3.9 million in other costs. Refer to Note 7 to the Consolidated Financial Statements included in Item I of Part I of this Form 10-Q for additional disclosures regarding our restructuring activities.

## **Acquisition-Related Costs**

Second quarter 2013 acquisition-related costs were immaterial. Second quarter 2012 acquisition-related costs were \$1.2 million and consisted of \$0.2 million of acquisition-related costs and \$1.0 million of post-acquisition integration costs associated with integrating acquired companies, such as costs associated with implementing the Greif Business System, sourcing and supply chain initiatives, and finance and administrative reorganizations.

## **Gain on Disposal of Properties, Plants and Equipment, net**

The gain on disposal of properties, plants and equipment, net, increased to \$3.1 million for the second quarter 2013 compared to \$2.0 million for the same period in 2012. This increase was primarily due to the sale of land and a building in China as well as proceeds from an insurance claim in Europe in the second quarter 2013, compared to the sale of surplus machinery in the Paper Packaging segment in the second quarter 2012. There was a decrease in the gain on disposal of special-use properties in the Land Management segment to \$0.5 million for second quarter of 2013 compared to \$3.9 million for the same period in 2012.

## **Operating Profit**

Operating profit increased to \$83.9 million for the second quarter of 2013 compared to \$78.3 million for the second quarter of 2012. The \$5.6 million increase was primarily due to lower restructuring charges and improved results in the Paper Packaging segment and consisted of Paper Packaging (\$8.6 million increase), Flexible Products & Services (\$2.7 million increase), Rigid Industrial Packaging & Services (\$2.8 million decrease) and Land Management (\$2.9 million decrease).

## **EBITDA**

EBITDA increased to \$122.0 million for the second quarter of 2013 compared to \$115.3 million for the second quarter of 2012. The \$6.7 million increase was primarily due to lower restructuring charges and improved results in the Paper Packaging and Flexible Products & Services segments, partially offset by lower results in the Land Management and Rigid Industrial Packaging & Services segments. Depreciation, depletion and amortization expense was \$38.9 million for the second quarter of 2013 compared with \$39.7 million for the same period in 2012.

## **Trends**

Markets are gradually improving across our business notwithstanding ongoing concerns regarding economic conditions in Western Europe. Volume growth in the Rigid Industrial Packaging & Services and Paper Packaging segments and stable to slightly lower raw material costs contributed to our improved performance. For the second half of 2013, we anticipate an increase in volumes versus the prior year, reflecting modest global economic growth benefiting from the agricultural sector plus relatively stable to declining raw material costs and favorable market conditions in our Paper Packaging segment. We continue to manage our cost structure consistent with demand and leverage our global footprint to realize increased profitability for the full-year results.



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## Segment Review

### *Rigid Industrial Packaging & Services*

Our Rigid Industrial Packaging & Services segment offers a comprehensive line of rigid industrial packaging products, such as steel, fibre and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, water bottles and reconditioned containers and services, such as container life cycle services, blending, filling, logistics, warehousing and other packaging services. Key factors influencing profitability in the Rigid Industrial Packaging & Services segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily steel, resin, containerboard and used industrial packaging for reconditioning;
- Energy and transportation costs;
- Benefits from executing the Greif Business System;
- Restructuring charges;
- Contributions from acquisitions;
- Divestiture of facilities; and
- Impact of foreign currency translation.

Net sales were \$773.4 million for the second quarter of 2013 compared with \$803.0 million for the second quarter of 2012. Sales volumes were slightly lower (0.3 percent) and selling prices declined by 2.4 percent, primarily resulting from the pass-through of lower raw material costs and changes in product mix. The impact of foreign currency translation was a negative 1.0 percent. Economic conditions stabilized but remained challenging in Western Europe while changes in product mix accounted for most of the net sales decline in the Americas.

Gross profit was \$136.7 million for the second quarter of 2013 compared with \$146.6 million for the second quarter of 2012. Gross profit margin was 17.7 percent and 18.3 percent for the second quarters of 2013 and 2012, respectively. This decline was primarily due to changes in product mix in the Americas.

Operating profit decreased to \$53.2 million for the second quarter of 2013 from \$56.0 million for the second quarter of 2012. The \$2.8 million decrease was primarily due to the same factors that impacted the decline in gross profit margin and \$0.9 million in non-cash asset write-downs partially offset by lower restructuring charges and acquisition-related costs.

Restructuring charges for the second quarter of 2013 were immaterial compared with \$5.5 million for the same period in 2012. There were \$0.1 million and \$0.8 million of acquisition-related costs for the second quarters of 2013 and 2012, respectively.

EBITDA was \$80.9 million for the second quarter of 2013 compared with \$82.1 million for the same period in 2012 due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$26.6 million for the second quarter of 2013 compared with \$27.3 million for the same period in 2012.

### *Flexible Products & Services*

Our Flexible Products & Services segment offers a comprehensive line of flexible products, such as flexible intermediate bulk containers and multiwall bags. Key factors influencing profitability in the Flexible Products & Services segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily resin and containerboard;
- Energy and transportation costs;
- Benefits from executing the Greif Business System;
- Restructuring charges; and
- Impact of foreign currency translation.

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Net sales were \$112.4 million for the second quarter of 2013 compared with \$113.9 million for the second quarter of 2012. Volumes increased slightly (0.4 percent) due to higher polywoven volumes in Western Europe partially offset by lower polywoven volumes in Asia and Australia and lower multiwall volumes in the United States, and the negative impact of foreign currency translation (1.1 percent). Polywoven selling prices declined 0.7 percent while multiwall selling prices increased 0.4 percent, both principally due to changes in product mix.

Gross profit was \$20.6 million and \$22.1 million for the second quarters of 2013 and 2012, respectively. Gross profit margin decreased to 18.3 percent for the second quarter of 2013 from 19.4 percent for the second quarter of 2012. The decrease in gross profit was primarily due to higher polywoven production costs related to the ongoing consolidation of operations and start-up costs related to new facilities, including the fabric hub in Saudi Arabia.

Operating profit was \$0.8 million for the second quarter of 2013 compared with an operating loss of \$1.9 million for the second quarter of 2012. The \$2.7 million increase was primarily due to lower restructuring charges and acquisition-related costs in the second quarter of 2013, partially offset by the same factors that impacted the decline in gross profit. There were also \$1.3 million of additional bad debt expenses in the second quarter of 2013 compared with the same period in 2012.

Restructuring charges were immaterial for the second quarter of 2013 compared with \$4.6 million for the same period in 2012. There were no acquisition-related costs for the second quarter of 2013 compared with \$0.4 million in the second quarter of 2012.

EBITDA was \$3.4 million and \$0.5 million for the second quarters of 2013 and 2012, respectively due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$3.7 million and \$3.8 million for the second quarters of 2013 and 2012, respectively.

#### *Paper Packaging*

Our Paper Packaging segment sells containerboard, corrugated sheets and corrugated containers in North America. Key factors influencing profitability in the Paper Packaging segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily old corrugated containers;
- Energy and transportation costs;
- Benefits from executing the Greif Business System; and
- Divestiture of facilities.

Net sales were \$194.5 million for the second quarter of 2013 compared with \$173.4 million for the second quarter of 2012. This increase was due to higher selling prices (8.6 percent) and a 3.5 percent increase in volumes.

Gross profit was \$41.1 million and \$33.0 million for the second quarters of 2013 and 2012, respectively. Gross profit margin increased to 21.1 percent for the second quarter of 2013 from 19.0 percent for the second quarter of 2012. This increase was primarily due to higher selling prices coupled with lower raw material costs.

Operating profit increased 50.3 percent to a record \$25.7 million for the second quarter of 2013 from \$17.1 million for the second quarter of 2012. This increase was primarily due to higher selling prices, higher volumes and lower raw material costs. There were \$1.6 million of non-cash impairment charges related to surplus non-timber properties under contract or being marketed for sale in the second quarter of 2013 compared with \$2.4 million in the second quarter of 2012.

EBITDA increased to \$32.3 million for the second quarter of 2013 compared with \$24.8 million for the second quarter of 2012 due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$7.4 million and \$7.8 million for the second quarters of 2013 and 2012, respectively.

### *Land Management*

As of April 30, 2013, our Land Management segment consisted of approximately 269,550 acres of timber properties in the southeastern United States, which are actively harvested and regenerated, and approximately 11,850 acres of timber properties in Canada. Key factors influencing profitability in the Land Management segment are:

- Planned level of timber sales;
- Selling prices and customer demand;
- Gains (losses) on sale of timberland; and
- Gains on the disposal of special use properties (surplus, HBU and development properties).

Net sales were \$8.6 million for the second quarter of 2013 compared with \$7.9 million for the second quarter of 2012. This increase was primarily due to opportunistic timber sales from wet weather logging tracts.

Operating profit decreased to \$4.2 million for the second quarter of 2013 from \$7.1 million for the second quarter of 2012. This decrease was primarily due to fewer special use property disposals, which were \$0.5 million for the second quarter of 2013 versus \$3.9 million for the second quarter of 2012.

EBITDA was \$5.4 million and \$7.9 million for the second quarters of 2013 and 2012, respectively, due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$1.2 million and \$0.8 million for the second quarter of 2013 and 2012, respectively.

In order to maximize the value of our timber property, we continue to review our current portfolio and explore the development of certain of these properties in Canada and the United States. This process has led us to characterize our property as follows:

- Surplus property, meaning land that cannot be efficiently or effectively managed by us, whether due to parcel size, lack of productivity, location, access limitations or for other reasons.
- HBU property, meaning land that in its current state has a higher market value for uses other than growing and selling timber.
- Development property, meaning HBU land that, with additional investment, may have a significantly higher market value than its HBU market value.
- Timberland, meaning land that is best suited for growing and selling timber.

We report the disposal of surplus and HBU property in our consolidated statements of income under "gain on disposals of properties, plants and equipment, net" and report the sale of development property under "net sales" and "cost of products sold." All HBU, development and surplus property is used by us to productively grow and sell timber until sold.

Whether timberland has a higher value for uses other than growing and selling timber is a determination based upon several variables, such as proximity to population centers, anticipated population growth in the area, the topography of the land, aesthetic considerations, including access to water, the condition of the surrounding land, availability of utilities, markets for timber and economic considerations both nationally and locally. Given these considerations, the characterization of land is not a static process, but requires an ongoing review and re-characterization as circumstances change.

As of April 30, 2013, we estimated that there were approximately 45,750 acres in Canada and the United States of special use property, which we expect will be available for sale in the next five to seven years.

### **Other Income Statement Changes**

#### *Interest expense, net*

Interest expense, net, was \$21.4 million for the second quarter of 2013 compared with \$23.3 million for the second quarter of 2012. This decrease was due to lower outstanding debt compared with the second quarter of 2012 and lower average interest rates.

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*Other expense, net*

Other expense, net was \$0.8 million for the second quarter 2013 compared to \$2.7 million for the second quarter 2012. The change was primarily due to foreign exchange gains in the second quarter 2013 compared with foreign exchange losses in the second quarter 2012.

*Income tax expense*

Income tax expense was \$18.9 million and \$15.1 million for the second quarters of 2013 and 2012, respectively. This increase in tax expense was attributable to higher income and an increase in the proportion of income generated in higher tax jurisdictions.

Our effective tax rate was 30.6 percent and 28.9 percent for the second quarters of 2013 and 2012, respectively. The increase was due to a higher proportion of income generated in higher tax jurisdictions. Cash tax payments for the second quarter of 2013 were \$24.0 million.

*Equity earnings of unconsolidated affiliates, net of tax*

We recorded \$0.2 million of equity earnings of unconsolidated affiliates, net of tax, during the second quarter 2013 compared to \$2.0 million for the same period in 2012.

*Net (income) loss attributable to noncontrolling interests*

Net income attributable to noncontrolling interests represents the portion of earnings from the operations of our majority owned subsidiaries that was deducted from net income to arrive at net income attributable to us. Net income attributable to noncontrolling interests for the second quarters of 2013 and 2012 was \$2.1 million and (\$0.2) million, respectively.

*Net income attributable to Greif, Inc.*

Based on the factors noted above, net income attributable to Greif, Inc. was \$40.9 million for the second quarter of 2013 compared to \$39.4 million for the second quarter of 2012.

## Year-to-Date Results

The following table sets forth the net sales, operating profit and EBITDA\* for each of our business segments for the six month periods ended April 30, 2013 and 2012 (Dollars in millions):

	Six months ended April 30,	
	2013	2012
<b>Net sales:</b>		
Rigid Industrial Packaging & Services	\$1,477.8	\$1,506.4
Flexible Products & Services	223.8	228.7
Paper Packaging	378.7	341.5
Land Management	17.2	14.4
Total net sales	<u>\$2,097.5</u>	<u>\$2,091.0</u>
<b>Operating profit:</b>		
Rigid Industrial Packaging & Services	\$ 85.3	\$ 87.0
Flexible Products & Services	1.4	0.4
Paper Packaging	53.4	37.3
Land Management	8.4	10.1
Total operating profit	<u>\$ 148.5</u>	<u>\$ 134.8</u>
<b>EBITDA*:</b>		
Rigid Industrial Packaging & Services	\$ 136.1	\$ 138.6
Flexible Products & Services	7.2	7.0
Paper Packaging	69.0	53.2
Land Management	10.7	11.9
Total EBITDA	<u>\$ 223.0</u>	<u>\$ 210.7</u>

The following table sets forth EBITDA\*, reconciled to net income and operating profit, for our consolidated results for the six month periods ended April 30, 2013 and 2012 (Dollars in millions):

For the six months ended April 30,	2013	2012
Net income	\$ 69.2	\$ 62.0
Plus: interest expense, net	43.0	46.2
Plus: income tax expense	31.4	26.1
Plus: depreciation, depletion and amortization expense	78.4	78.4
Plus: debt extinguishment charges	1.3	—
Less: equity earnings of unconsolidated affiliates, net of tax	0.3	2.0
EBITDA*	<u>\$223.0</u>	<u>\$210.7</u>
Net income	\$ 69.2	\$ 62.0
Plus: interest expense, net	43.0	46.2
Plus: income tax expense	31.4	26.1
Plus: other expense (income), net	3.9	2.5
Plus: debt extinguishment charges	1.3	—
Less: equity earnings of unconsolidated affiliates, net of tax	0.3	2.0
Operating profit	148.5	134.8
Less: other expense (income), net	3.9	2.5
Plus: depreciation, depletion and amortization expense	78.4	78.4
EBITDA*	<u>\$223.0</u>	<u>\$210.7</u>

\* EBITDA is defined as net income, plus interest expense, net, plus income tax expense, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation, depletion and amortization.

The following table sets forth EBITDA\* for our business segments, reconciled to the operating profit for each segment, for the six month periods ended April 30, 2013 and 2012 (Dollars in millions):

<b>For the six months ended April 30,</b>	<b>2013</b>	<b>2012</b>
<b>Rigid Industrial Packaging &amp; Services</b>		
Operating profit	\$ 85.3	\$ 87.0
Less: other (income) expense, net	2.7	1.6
Plus: depreciation and amortization expense	53.5	53.2
<b>EBITDA*</b>	<b>136.1</b>	<b>138.6</b>
<b>Flexible Products &amp; Services</b>		
Operating profit	\$ 1.4	\$ 0.4
Less: other (income) expense, net	1.4	1.1
Plus: depreciation and amortization expense	7.2	7.7
<b>EBITDA*</b>	<b>7.2</b>	<b>7.0</b>
<b>Paper Packaging</b>		
Operating profit	\$ 53.4	\$ 37.3
Less: other (income) expense, net	(0.2)	(0.2)
Plus: depreciation and amortization expense	15.4	15.7
<b>EBITDA*</b>	<b>69.0</b>	<b>53.2</b>
<b>Land Management</b>		
Operating profit	\$ 8.4	\$ 10.1
Plus: depreciation, depletion and amortization expense	2.3	1.8
<b>EBITDA*</b>	<b>\$ 10.7</b>	<b>\$ 11.9</b>
<b>Consolidated EBITDA</b>	<b>\$223.0</b>	<b>\$210.7</b>

\* EBITDA is defined as net income, plus interest expense, net, plus income tax expense, less equity earnings of unconsolidated affiliates, net of tax, plus depreciation, depletion and amortization. However, because we do not calculate net income by segment, this table calculates EBITDA by segment with reference to operating profit by segment, which as demonstrated in the table on page 30 is another method to achieve the same result.

### Net Sales

Net sales were \$2,097.5 million for the first half of 2013 compared with \$2,091.0 million for the first half of 2012. The first half 2013 net sales change by segment compared with the same period in 2012 was Paper Packaging (\$37.2 million increase), Land Management (\$2.8 million increase), Flexible Products & Services (\$4.9 million decrease) and Rigid Industrial Packaging & Services (\$28.6 million decrease).

The increase in net sales of 0.3 percent was primarily due to a 1.0 percent increase in volumes, partially offset by a 0.3 percent decline in selling prices and a 0.4 percent negative impact of foreign currency translation. Higher containerboard prices in Paper Packaging were more than offset by selling price decreases resulting from the pass-through of lower raw material costs and changes in product mix in Rigid Industrial Packaging & Services and Flexible Products.

### Operating Costs

Gross profit increased 1.8 percent to \$389.9 million for the first half of 2013 compared with \$382.9 million for the first half of 2012. This increase was primarily due to lower raw material costs and improved operating leverage and efficiencies in the first half of 2013. Gross profit margin improved to 18.6 percent for the first half of 2013 compared to 18.3 percent for the first half of 2012.

SG&A expenses increased to \$244.5 million for the first half of 2013 compared with \$232.2 million for the first half of 2012. First half of 2013 employee-related expenses, including performance-based incentive accruals, IBC start-up costs and information technology expenditures were higher compared to the same period in 2012, partially offset by lower acquisition-related costs of \$0.6 million for the first half of 2013 compared with \$3.4 million for the first half of 2012. SG&A expenses, as a percentage of net sales, were 11.7 percent for the first half of 2013 compared with 11.1 percent for the first half of 2012.

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## Restructuring Charges

First half of 2013 restructuring charges of \$1.2 million, primarily related to the rationalization of operations in the Rigid Industrial Packaging & Services segment, consisted of (\$0.4) million of employee separation costs, \$0.5 million in asset impairments and \$1.1 million in other restructuring costs, primarily consisting of lease termination costs and professional fees. First half of 2012 restructuring charges of \$19.0 million, primarily related to consolidation of operations in the Flexible Products & Services segment and rationalization of operations in the Rigid Industrial Packaging and Services segment, consisted of \$8.2 million in employee separation costs, \$4.9 million of asset impairments and \$5.9 million in other costs. Refer to Note 7 to the Consolidated Financial Statements included in Item I of Part I of this Form 10-Q for additional disclosures regarding our restructuring activities.

## Acquisition-Related Costs

Acquisition-related costs were \$0.6 million and \$3.4 million for the first half 2013 and 2012, respectively. For the first half 2013, these costs included \$0.2 million of acquisition-related costs and \$0.4 million of post-acquisition integration costs attributable to acquisitions completed during 2011. The first half 2012 amount included \$1.4 million of acquisition-related costs and \$2.0 million of post-acquisition integration costs associated with integrating acquired companies, such as costs associated with implementing the Greif Business System, sourcing and supply chain initiatives, and finance and administrative reorganizations.

## Gain on Disposal of Properties, Plants and Equipment, net

The gain on disposal of properties, plants and equipment, net, increased to \$4.3 million for the first half 2013 compared to \$3.1 million for the same period in 2012. This increase was primarily due to the sale of land and a building in China, proceeds from an insurance claim in Europe and the sale of excess machinery in the Paper Packaging segment. There was a decrease in the gains on sales of special-use properties in the Land Management segment to \$0.7 million for first half of 2013 compared to \$4.2 million for the same period in 2012.

## Operating Profit

Operating profit was \$148.5 million for the first half of 2013 compared to \$134.8 million for the first half of 2012. The \$13.7 million increase consisted of Paper Packaging (\$16.1 million increase), Flexible Products & Services (\$1.0 million increase), Land Management (\$1.7 million decrease) and Rigid Industrial Packaging & Services (\$1.7 million decrease).

## EBITDA

EBITDA was \$223.0 million for the first half of 2013 compared with \$210.7 for the first half of 2012. The \$12.3 million increase was primarily due to improved results in the Paper Packaging segment partially offset by slightly lower results in the Land Management and Rigid Industrial Packaging & Services segments. Depreciation, depletion and amortization expense was \$78.4 million for both the first half of 2013 and 2012.

## Segment Review

### *Rigid Industrial Packaging & Services*

Our Rigid Industrial Packaging & Services segment offers a comprehensive line of rigid industrial packaging products, such as steel, fibre and plastic drums, rigid intermediate bulk containers, closure systems for industrial packaging products, water bottles and reconditioned containers and services, such as container life cycle services, blending, filing, logistics, warehousing and other packaging services. Key factors influencing profitability in the Rigid Industrial Packaging & Services segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily steel, resin, containerboard and used industrial packaging for reconditioning;
- Energy and transportation costs;
- Benefits from executing the Greif Business System;
- Restructuring charges;
- Contributions from acquisitions;
- Divestiture of facilities; and
- Impact of foreign currency translation.

Net sales were \$1,477.8 million for the first half of 2013 compared with \$1,506.4 million for the first half of 2012. A 0.6 percent increase in volumes was offset by the combination of a 1.9 percent decrease in selling prices and a 0.6 percent negative impact of foreign currency translation. Economic conditions remained challenging in Western Europe while volumes in other regions were stable to slightly higher. Selling prices declined mostly due to the pass-through of lower raw material costs and changes in product mix.

Gross profit decreased to \$257.0 million for the first half of 2013 from \$266.0 million for the first half of 2012. Gross profit margin was 17.4 percent for the first half of 2013 compared to 17.7 percent for the first half of 2012. This decline was primarily due to changes in product mix in the Americas.

Operating profit decreased to \$85.3 million for the first half of 2013 from \$87.0 million for the first half of 2012. The \$1.7 million decrease was primarily due to the same reasons as the decline in gross profit margin plus non-cash asset write-downs, partially offset by lower restructuring charges and acquisition-related costs.

There were \$0.9 million of restructuring charges for the first half of 2013, primarily related to rationalization of operations, compared with \$12.8 million for the same period in 2012. There were \$0.6 million and \$2.5 million of acquisition-related costs for the first half of 2013 and 2012, respectively.

EBITDA was \$136.1 million for the first half of 2013 compared with \$138.6 million for the same period in 2012, due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$53.5 million for the first half of 2013 compared with \$53.2 million for the same period in 2012.

#### *Flexible Products & Services*

Our Flexible Products & Services segment offers a comprehensive line of flexible products, such as flexible intermediate bulk containers and multiwall bags. Key factors influencing profitability in the Flexible Products & Services segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily resin and containerboard;
- Energy and transportation costs;
- Benefits from executing the Greif Business System;
- Restructuring charges; and
- Impact of foreign currency translation.

Net sales were \$223.8 million for the first half of 2013 compared with \$228.7 million for the first half of 2012. This 2.1 percent decrease was primarily due to a 0.8 percent increase in volumes mostly from multiwall products in the United States offset by a 2.5 percent decrease in selling prices and a 0.4 percent negative impact of foreign currency translation. Volumes were lower for polywoven products due to the impact of market conditions, especially in Asia and Australia, partially offset by slightly improved volumes in Europe.

Gross profit was \$41.5 million and \$45.8 million for the first half of 2013 and 2012, respectively. Gross profit margin decreased to 18.5 percent for the first half of 2013 from 20.0 percent for the first half of 2012, primarily due to pricing pressures in multiwall bags and higher polywoven production costs related to the ongoing consolidation of operations and start-up costs related to new facilities, including the fabric hub in Saudi Arabia.



Operating profit was \$1.4 million and \$0.4 million for the first half of 2013 and 2012, respectively. The \$1.0 million increase compared with the same period in 2012 was primarily due to lower restructuring charges and acquisition-related costs, partially offset by the same factors that impacted the decrease in gross profit.

There were \$0.3 million of restructuring charges for the first half of 2013 compared with \$6.2 million for the same period in 2012. There were no acquisition-related costs for the first half of 2013 compared with \$0.9 million in the first half of 2012.

EBITDA was \$7.2 million and \$7.0 million for the first half of 2013 and 2012, respectively, due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$7.2 million and \$7.7 million for the first half of 2013 and 2012, respectively.

#### *Paper Packaging*

Our Paper Packaging segment sells containerboard, corrugated sheets and corrugated containers in North America. Key factors influencing profitability in the Paper Packaging segment are:

- Selling prices, customer demand and sales volumes;
- Raw material costs, primarily old corrugated containers;
- Energy and transportation costs;
- Benefits from executing the Greif Business System; and
- Divestiture of facilities.

Net sales were \$378.7 million for the first half of 2013 compared with \$341.5 million for the first half of 2012. This 10.9 percent increase was due to higher selling prices (8.0 percent), and a 2.9 percent increase in volumes.

Gross profit was \$82.4 million and \$64.2 million for the first half of 2013 and 2012, respectively. Gross profit margin increased to 21.8 percent for the first half of 2013 from 18.8 percent for the first half of 2012. This increase was primarily due to higher selling prices coupled with lower raw material costs.

Operating profit increased 43.2 percent to \$53.4 million for the first half of 2013 from \$37.3 million for the first half of 2012, primarily due to higher selling prices, higher volumes and lower raw material costs.

EBITDA increased to \$69.0 million for the first half of 2013 compared with \$53.2 million for the first half of 2012, due to the same factors that contributed to the increase in the segment's operating profit. Depreciation, depletion and amortization expense was \$15.4 million and \$15.7 million for the first half of 2013 and 2012, respectively.

#### *Land Management*

As of April 30, 2013, our Land Management segment consisted of approximately 269,550 acres of timber properties in the southeastern United States, which are actively harvested and regenerated, and approximately 11,850 acres of timber properties in Canada. Key factors influencing profitability in the Land Management segment are:

- Planned level of timber sales;
- Selling prices and customer demand;
- Gains (losses) on sale of timberland; and
- Gains on the disposal of special use properties (surplus, HBU and development properties).

Net sales were \$17.2 million for the first half of 2013 compared with \$14.4 million for the first half of 2012, primarily due to increased timber sales resulting from customer demand and weather conditions favoring the ability to access our timberlands.

Operating profit decreased to \$8.4 million for the first half of 2013 from \$10.1 million for the first half of 2012, primarily due to fewer special use property disposals, which were \$0.7 million for the first half of 2013 compared with \$4.2 million for the first half of 2012.

EBITDA was \$10.7 million and \$11.9 million for the first half of 2013 and 2012, respectively. This decrease was due to the same factors that impacted the segment's operating profit. Depreciation, depletion and amortization expense was \$2.3 million and \$1.8 million for the first half of 2013 and 2012, respectively.

As of April 30, 2013, we estimated that there were approximately 45,750 acres in Canada and the United States of special use property, which we expect will be available for sale in the next five to seven years.

### **Other Income Statement Changes**

#### *Interest expense, net*

Interest expense, net, was \$43.0 million for the first half of 2013 compared with \$46.2 million for the first half of 2012. This decrease was due to lower outstanding debt compared with the first half of 2012 and lower average interest rates.

There was a non-cash debt extinguishment expense of \$1.3 million in the first half of 2013 related to completion of our December 2012 amended credit agreement.

#### *Other (income) expense, net*

Other expense, net was \$3.9 million for the first half 2013 compared with \$2.5 million for the first half 2012. The change was primarily due to higher foreign exchange losses and a hyperinflation adjustment expense for Venezuela in the first half 2013 compared with the first half 2012.

#### *Income tax expense*

Income tax expense was \$31.4 million and \$26.1 million for the first half of 2013 and 2012, respectively. This increase was due to higher income before income tax expense and equity earnings of unconsolidated affiliates, net of tax compared with the first half of 2012.

For the first half of 2013, the effective tax rate was 31.3 percent compared with 30.3 percent for the first half of 2012. This increase in the tax rate was due to an increase in the proportion of income generated in higher tax jurisdictions. Cash tax payments for the first half of 2013 were \$33.0 million. In addition, during the first half of 2013 we received a \$5.0 million refund in the United States related to a credit from fiscal 2009.

#### *Equity earnings of unconsolidated affiliates, net of tax*

We recorded \$0.3 million of equity earnings of unconsolidated affiliates, net of tax, during the first half 2013 compared to \$2.0 million for the same period in 2012.

#### *Net income attributable to noncontrolling interests*

Net income attributable to noncontrolling interests represents the portion of earnings from the operations of our majority owned subsidiaries that was deducted from net income to arrive at net income attributable to us. Net income attributable to noncontrolling interests for the first half of 2013 and 2012 was \$3.4 million and \$0.9 million, respectively.

#### *Net income attributable to Greif, Inc.*

Based on the factors noted above, net income attributable to Greif, Inc. was \$65.8 million for the first half of 2013 compared to \$61.1 million for the first half of 2012.

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## **BALANCE SHEET CHANGES**

### *Working capital changes*

The \$17.9 million increase in accounts receivable to \$471.8 million as of April 30, 2013 from \$453.9 million as of October 31, 2012 was primarily due to seasonal factors and timing of collections.

The \$18.2 million increase in inventories to \$392.5 million as of April 30, 2013 from \$374.3 million as of October 31, 2012 was primarily due to the termination of consignment arrangements with suppliers in North America and Asia, replenishing finished goods inventories in Flexible Products & Services and higher raw material costs in Paper Packaging.

The \$29.3 million increase in prepaid expenses and other current assets to \$146.5 million as of April 30, 2013 from \$117.2 million as of October 31, 2012 was primarily due to the timing of sales of accounts receivable under the Nieuw Amsterdam Receivables Purchase Agreement, increased non-United States sales tax receivable and increased prepaid expenses at the beginning of the fiscal and calendar year.

The \$40.4 million decrease in accounts payable to \$425.7 million as of April 30, 2013 from \$466.1 million as of October 31, 2012 was primarily due to generally lower raw material prices, benefiting from early payment discounts where financially justified and seasonal factors.

The \$7.9 million decrease in accrued payroll and employee benefits to \$88.2 million as of April 30, 2013 from \$96.1 million as of October 31, 2012 was primarily due to the payout of 2012 incentives in December 2012.

The \$15.2 million decrease in short-term borrowings to \$60.8 million as of April 30, 2013 from \$76.0 million as of October 31, 2012 was primarily due to the refinancing of short term debt to long term debt in Brazil.

The \$15.0 million decrease in current portion of long-term debt to \$10.0 million as of April 30, 2013 from \$25.0 million as of October 31, 2012 was primarily due to the company's December 2012 amended senior secured credit facilities.

The \$4.2 million decrease in restructuring reserves to \$3.8 million as of April 30, 2013 from \$8.0 million as of October 31, 2012 was primarily due to lower restructuring activity.

### *Other balance sheet changes*

The \$94.1 million increase in long-term debt to \$1,269.4 million as of April 30, 2013 from \$1,175.3 million as of October 31, 2012 was primarily due to the termination of consignment arrangements with suppliers in North America and Asia as a result of more favorable terms of the amended credit agreement and the refinancing of short term debt to long term debt in Brazil.

## **LIQUIDITY AND CAPITAL RESOURCES**

Our primary sources of liquidity are operating cash flows and borrowings under our senior secured credit facility and the senior notes we have issued and, to a lesser extent, proceeds from our trade accounts receivable credit facility and proceeds from the sale of our non-United States accounts receivable. We use these sources to fund our working capital needs, capital expenditures, cash dividends, common stock repurchases and acquisitions. We anticipate continuing to fund these items in a like manner. We currently expect that operating cash flows, borrowings under our senior secured credit facility, proceeds from our U.S. trade accounts receivable credit facility and proceeds from the sale of our non-United States accounts receivable will be sufficient to fund our anticipated working capital, capital expenditures, debt repayment, potential acquisitions of businesses and other liquidity needs for at least 12 months.

### **Capital Expenditures**

During the first six months of 2013, we invested \$55.5 million in capital expenditures, excluding timberland purchases of \$0.5 million, compared with capital expenditures of \$80.7 million, excluding timberland purchases of \$2.6 million, during the first six months of 2012.

We expect capital expenditures, excluding timberland purchases and acquisitions, to be approximately \$141 million in 2013. The 2013 expenditures will replace and improve existing equipment and fund new facilities.

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## **Sale of Non-United States Accounts Receivable**

Certain of our international subsidiaries have entered into discounted receivables purchase agreements and factoring agreements (collectively, the “RPAs”) pursuant to which trade receivables generated from certain countries other than the United States and which meet certain eligibility requirements are sold to certain international banks or their affiliates. In particular, in April 2012, certain of our international subsidiaries entered into a new RPA with affiliates of a major international bank. Under this new RPA, the maximum amount of receivables that may be financed at any time is €45 million (\$188.7 million as of April 30, 2013). A significant portion of the proceeds from the new RPA was used to pay the obligations under previous RPAs, which were then terminated, and to pay expenses incurred in connection with this transaction. The remaining proceeds from the new RPA will be available for working capital and general corporate purposes. Under the terms of a performance and indemnity agreement, the performance obligations of our international subsidiaries under the new RPA have been guaranteed by Greif, Inc.

Transactions under the RPAs are structured to provide for legal true sales, on a revolving basis, of the receivables transferred from our various subsidiaries to the respective banks or their affiliates. The banks or their affiliates fund an initial purchase price of a certain percentage of eligible receivables based on a formula with the initial purchase price paid by the banks approximating 75 percent to 90 percent of eligible receivables, and under our new RPA, the balance of purchase price to the originating subsidiaries is paid from the proceeds of a related party subordinated loan. The remaining deferred purchase price and the repayment of the subordinated loan are settled upon collection of the receivables. As of the balance sheet reporting dates, we remove from accounts receivable the amount of proceeds received from the initial purchase price since they meet the applicable criteria of Accounting Standards Codification (“ASC”) 860 “Transfers and Servicing”, and continue to recognize the deferred purchase price in our accounts receivable. The receivables are sold on a non-recourse basis with the total funds in the servicing collection accounts pledged to the respective banks between the settlement dates. The maximum amount of aggregate receivables that may be financed under our various RPAs was \$205.7 million as of April 30, 2013. As of April 30, 2013, total accounts receivable of \$190.3 million were sold to and held by third party financial institutions or their affiliates under the various RPAs.

At the time the receivables are initially sold, the difference between the carrying amount and the fair value of the assets sold are included as a loss on sale and classified as “other expense” in the consolidated statements of operations. Expenses associated with the various RPAs totaled \$0.1 million and \$2.0 million for the three months ended April 30, 2013 and April 30, 2012, respectively. Expenses associated with the various RPAs totaled \$0.1 million and \$2.0 million for the six months ended April 30, 2013 and April 30, 2012, respectively. Additionally, we perform collections and administrative functions on the receivables sold similar to the procedures we use for collecting all of our receivables. The servicing liability for these receivables is not material to the consolidated financial statements.

Refer to Note 3 to the Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional information regarding these various RPAs.

## **Acquisitions, Divestitures and Other Significant Transactions**

There were no acquisitions and no material divestitures during the first six months of 2013 and 2012. During the second quarter 2012, we made a \$14.3 million deferred cash payment related to an acquisition completed in 2010.

## **Borrowing Arrangements**

### ***Credit Agreement***

On December 19, 2012, we and two of our international subsidiaries amended and restated (the “Amended Credit Agreement”) our existing \$1.0 billion senior secured credit agreement (the “2010 Credit Agreement”), which is with substantially the same syndicate of financial institutions. The Amended Credit Agreement and the 2010 Credit Agreement are each described below.

The Amended Credit Agreement provides us with an \$800 million revolving multicurrency credit facility and a \$200 million term loan, both expiring in December 2017, with an option to add \$250 million to the facilities with the agreement of the lenders. The \$200 million term loan is scheduled to amortize by the payment of principal in the amount of \$2.5 million each quarter-end for the first eight quarters, beginning January 2013, \$5.0 million each quarter-end for the next twelve quarters and the remaining balance on the maturity date. The revolving credit facility under the Amended Credit Agreement is available to fund ongoing working capital and capital expenditure needs, for general corporate purposes and to finance acquisitions. Interest is based on a Eurodollar rate or a base rate that resets periodically plus an agreed upon margin amount. As of April 30, 2013, a total of \$298.3 million was outstanding and \$682.1 million was available for borrowing under this facility, which has been reduced by \$14.6 million for outstanding letters of credit as of April 30, 2013. The weighted average interest rate on the Amended Credit Agreement was 1.83% for the six months ended April 30, 2013.

The Amended Credit Agreement contains certain covenants, which include financial covenants that require us to maintain a certain leverage ratio and an interest coverage ratio. The leverage ratio generally requires that at the end of any fiscal quarter we will not permit the ratio of (a) our total consolidated indebtedness, to (b) our consolidated net income plus depreciation, depletion and amortization, interest expense (including capitalized interest), income taxes, and minus certain extraordinary gains and non-recurring gains (or plus certain extraordinary losses and non-recurring losses) and plus or minus certain other items for the preceding twelve months (“adjusted EBITDA”) to be greater than 4.00 to 1. The interest coverage ratio generally requires that at the end of any fiscal quarter we will not permit the ratio of (a) our consolidated adjusted EBITDA for the preceding twelve month period to (b) our consolidated interest expense to the extent paid or payable, to be less than 3.00 to 1. As of April 30, 2013, we were in compliance with these two covenants

During the six months ended April 30, 2013, we recorded debt extinguishment charges of \$1.3 million resulting from the write off of unamortized deferred financing costs associated with the 2010 Credit Agreement. Financing costs associated with the Amended Credit Agreement totaling \$3.4 million have been capitalized and included in other long term assets.

The terms of the Amended Credit Agreement limit our ability to make “restricted payments,” which include dividends and purchases, redemptions and acquisitions of our equity interests. The repayment of amounts borrowed under the Amended Credit Agreement are secured by a security interest in the personal property of Greif, Inc. and certain of our United States subsidiaries, including equipment and inventory and certain intangible assets, as well as a pledge of the capital stock of substantially all of our United States subsidiaries. The repayment of amounts borrowed under the Amended Credit Agreement is also secured, in part, by capital stock of the non-U.S. subsidiaries that are parties to the Amended Credit Agreement. However, in the event that we receive and maintain an investment grade rating from either Moody’s Investors Service, Inc. or Standard & Poor’s Corporation, we may request the release of such collateral. The payment of outstanding principal under the Amended Credit Agreement and accrued interest thereon may be accelerated and become immediately due and payable upon our default in its payment or other performance obligations or its failure to comply with the financial and other covenants in the Amended Credit Agreement, subject to applicable notice requirements and cure periods as provided in the Amended Credit Agreement.

Until December 19, 2012, we and two of our international subsidiaries were borrowers under the 2010 Credit Agreement with a syndicate of financial institutions. The 2010 Credit Agreement provided us with a \$750 million revolving multicurrency credit facility and a \$250 million term loan, both expiring October 29, 2015, with an option to add \$250 million to the facilities with the agreement of the lenders. The \$250 million term loan was scheduled to amortize by the payment of principal in the amount of \$3.1 million each quarter-end for the first eight quarters, \$6.3 million each quarter-end for the next eleven quarters and the remaining balance on the maturity date. The revolving credit facility under the 2010 Credit Agreement was available to fund ongoing working capital and capital expenditure needs, for general corporate purposes and to finance acquisitions. Interest was based on a Eurodollar rate or a base rate that resets periodically plus an agreed upon margin amount.

Refer to Note 9 to the Consolidated Financial Statements included in Item I of Part I of this Form 10-Q for additional disclosures regarding the Amended Credit Agreement and 2010 Credit Agreement.

### ***Senior Notes***

We have issued \$300.0 million of our 6.75% Senior Notes due February 1, 2017. Proceeds from the issuance of these Senior Notes were principally used to fund the purchase of our previously outstanding senior subordinated notes and for general corporate purposes. These Senior Notes are general unsecured obligations of Greif, Inc., provide for semi-annual payments of interest at a fixed rate of 6.75%, and do not require any principal payments prior to maturity on February 1, 2017. These Senior Notes are not guaranteed by any of our subsidiaries and thereby are effectively subordinated to all of our subsidiaries’ existing and future indebtedness. The Indenture pursuant to which these Senior Notes were issued contains covenants, which, among other matters, limit our ability to create liens on our assets to secure debt and to enter into sale and leaseback transactions. These covenants are subject to a number of limitations and exceptions as set forth in the Indenture. As of April 30, 2013, we were in compliance with these covenants.

We have issued \$250.0 million of our 7.75% Senior Notes due August 1, 2019. Proceeds from the issuance of these Senior Notes were principally used for general corporate purposes, including the repayment of amounts outstanding under our revolving multicurrency credit facility, without any permanent reduction of the commitments. These Senior Notes are general unsecured obligations of Greif, Inc., provide for semi-annual payments of interest at a fixed rate of 7.75%, and do not require any principal payments prior to maturity on August 1, 2019. These Senior Notes are not guaranteed by any of our subsidiaries and thereby are effectively subordinated to all of our subsidiaries’ existing and future indebtedness. The Indenture pursuant to which these Senior Notes were issued contains covenants, which, among other matters, limit our ability to create liens on our assets to secure debt and to enter into sale and leaseback transactions. These covenants are subject to a number of limitations and exceptions as set forth in the Indenture. As of April 30, 2013, we were in compliance with these covenants.

Our Luxembourg subsidiary has issued €200.0 million of 7.375% Senior Notes due July 15, 2021. These Senior Notes are fully and unconditionally guaranteed on a senior basis by Greif, Inc. A portion of the proceeds from the issuance of these Senior Notes was used to repay non-U.S. borrowings under the 2010 Credit Agreement, without any permanent reduction of the commitments, with the remaining proceeds available for general corporate purposes, including the financing of acquisitions. These Senior Notes are general unsecured obligations of the Luxembourg subsidiary and Greif, Inc. and provide for semi-annual payments of interest at a fixed rate of 7.375%, and do not require any principal payments prior to maturity on July 15, 2021. These Senior Notes are not guaranteed by any subsidiaries of the issuer or Greif, Inc. (other than the issuer) and thereby are effectively subordinated to all existing and future indebtedness of the subsidiaries of the issuer and Greif, Inc. The Indenture pursuant to which these Senior Notes were issued contains covenants, which, among other matters, limit our ability to create liens on our assets to secure debt and to enter into sale and leaseback transactions. These covenants are subject to a number of limitations and exceptions as set forth in the Indenture. As of April 30, 2013, we were in compliance with these covenants.

Refer to Note 9 to the Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional disclosures regarding the Senior Notes.

#### ***United States Trade Accounts Receivable Credit Facility***

We have a \$130.0 million trade accounts receivable facility (the “Receivables Facility”) with a financial institution. The Receivables Facility matures in September 2014. In addition, we can terminate the Receivables Facility at any time upon five days prior written notice. The Receivables Facility is secured by certain of our United States trade receivables and bears interest at a variable rate based on applicable base rate or other agreed-upon rate plus a margin amount. Interest is payable on a monthly basis and the principal balance is payable upon termination of the Receivables Facility. The Receivables Facility contains certain covenants, including financial covenants for leverage and interest coverage ratios identical to the Amended Credit Agreement. Proceeds of the Receivables Facility are available for working capital and general corporate purposes. As of April 30, 2013, \$130.0 million was outstanding under the Receivables Facility.

Refer to Note 9 to the Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q for additional disclosures regarding this credit facility.

#### ***Other***

In addition to the amounts borrowed under the Amended Credit Agreement and proceeds from the Senior Notes and the Receivables Facility, as of April 30, 2013, we had outstanding other debt of \$108.3 million, comprised of \$47.5 million in long-term debt and \$60.8 million in short-term borrowings.

As of April 30, 2013, the current portion of our long-term debt was \$10.0 million. Annual maturities, including the current portion, of long-term debt under our various financing arrangements are \$5.0 million in 2013, \$187.5 million in 2014, \$20.0 million in 2015, \$20.0 million in 2016, \$322.0 million in 2017 and \$724.9 million thereafter.

As of April 30, 2013 and October 31, 2012, we had deferred financing fees and debt issuance costs of \$14.4 million and \$14.8 million, respectively, which were included in other long-term assets.

### **Financial Instruments**

#### ***Interest Rate Derivatives***

We have interest rate swap agreements with various maturities through 2014. These interest rate swap agreements are used to manage our fixed and floating rate debt mix, specifically debt under the Amended Credit Agreement. The assumptions used in measuring fair value of these interest rate derivatives are considered level 2 inputs, which were based on interest received monthly from the counterparties based upon the LIBOR and interest paid based upon a designated fixed rate over the life of the swap agreements. These derivative instruments are designated and qualify as cash flow hedges. Accordingly, the effective portion of the gain or loss on these derivative instruments 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 during which the hedged transaction affects earnings. The ineffective portion of the gain or loss on the derivative instrument is recognized in earnings immediately.

We have two interest rate derivatives, both of which were entered into during the first quarter of 2012 (floating to fixed swap agreements designated as cash flow hedges) with a total notional amount of \$150 million. Under these swap agreements, we receive interest based upon a variable interest rate from the counterparties (weighted average of 0.20% as of April 30, 2013 and 0.21% as of October 31, 2012) and pay interest based upon a fixed interest rate (weighted average of 0.75% as of April 30, 2013 and 0.75% as of October 31, 2012). Losses reclassified to earnings under these contracts (both those that existed as of October 31, 2011 and those entered into in the first quarter 2012) were \$0.2 million and \$0.2 million for the three months ended April 30, 2013 and 2012, respectively; and were \$0.4 million and \$0.6 million for the six months ending April 30, 2013 and 2012, respectively. These losses were recorded within the consolidated statement of operations as interest expense, net. The change in fair value of these contracts resulted in losses of \$0.02 million and \$1.3 million recorded in accumulated other comprehensive income as of April 30, 2013 and 2012, respectively.

### ***Foreign Exchange Hedges***

We conduct business in major international currencies and are subject to risks associated with changing foreign exchange rates. Our objective is to reduce volatility associated with foreign exchange rate changes to allow management to focus its attention on business operations. Accordingly, we enter into various contracts that change in value as foreign exchange rates change to protect the value of certain existing foreign currency assets and liabilities, commitments and anticipated foreign currency revenues and expenses.

As of April 30, 2013, we had outstanding foreign currency forward contracts in the notional amount of \$155.7 million (\$233.2 million as of October 31, 2012). At April 30, 2013, these derivative instruments were designated and qualified as fair value hedges. During 2012, some derivative instruments were designated and qualified as cash flow hedges. Accordingly, the effective portion of the gain or loss on these derivative instruments was previously 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 during which the hedged transaction affected earnings. The ineffective portion of the gain or loss on the derivative instrument was previously recognized in earnings immediately. Adjustments to fair value for fair value hedges are recognized in earnings, offsetting the impact of the hedged item. The assumptions used in measuring fair value of foreign exchange hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally foreign exchange futures contracts. Losses recorded under fair value contracts were \$1.3 million and \$0.2 million for the three months ended April 30, 2013 and 2012; respectively; and a realized gain was \$0.4 million and a realized loss was \$1.7 million for the six months ending April 30, 2013 and 2012, respectively.

Gains reclassified to earnings for hedging contracts qualifying as cash flow hedges were \$0.1 million for the three months ended April 30, 2012 and were \$0.2 million for the six months ended April 30, 2012. These gains and losses were recorded within the consolidated statement of operations as other (income) expense, net. The change in fair value of these contracts resulted in losses of \$0.6 million recorded in other comprehensive income as of April 30, 2012.

### ***Energy Hedges***

We are exposed to changes in the price of certain commodities. Our objective is to reduce volatility associated with forecasted purchases of these commodities to allow management to focus its attention on business operations. Accordingly, we may enter into derivative contracts to manage the price risk associated with certain of these forecasted purchases.

From time to time, we have entered into certain cash flow hedges to mitigate our exposure to cost fluctuations in natural gas prices. Under these hedge agreements, we had agreed to purchase natural gas at a fixed price. There were no energy hedges in effect as of April 30, 2013 or October 31, 2012. Such derivative instruments were previously designated and qualified as cash flow hedges. Accordingly, the effective portion of the gain or loss on such a derivative instrument was previously 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 during which the hedged transaction affected earnings. The ineffective portion of the gain or loss on such a derivative instrument was previously recognized in earnings immediately. The assumptions used in measuring fair value of energy hedges are considered level 2 inputs, which were based on observable market pricing for similar instruments, principally commodity futures contracts. Losses reclassified to earnings under such prior contracts were \$0.4 million for the three months ended April 30, 2012 and were \$0.6 million for the six months ended April 30, 2012. Losses on such contracts were recorded within the consolidated statement of operations as cost of products sold. The change in fair value of these contracts resulted in immaterial losses recorded in accumulated other comprehensive income as of April 30, 2012.

## Contractual Obligations

As of April 30, 2013, we had the following contractual obligations (Dollars in millions):

	Total	Payments Due by Period			
		Less than 1 year	1-3 years	3-5 years	After 5 years
Long-term debt	\$1,677.8	\$ 100.4	\$341.1	\$547.6	\$ 688.7
Short-term borrowing	63.3	63.3	—	—	—
Lease obligations	106.3	14.1	43.6	29.9	18.7
Deferred purchase payments	59.1	46.2	12.9	—	—
Liabilities held by special purpose entities	60.6	1.1	4.5	4.5	50.5
Environmental liabilities	26.9	8.0	5.9	5.9	7.1
Current portion of long-term debt	10.0	10.0	—	—	—
Total	<u>\$2,004.0</u>	<u>\$ 243.1</u>	<u>\$408.0</u>	<u>\$587.9</u>	<u>\$ 765.0</u>

*Note: Amounts presented in the contractual obligation table include interest.*

Our unrecognized tax benefits under ASC 740, "Income Taxes" have been excluded from the contractual obligations table because of the inherent uncertainty and the inability to reasonably estimate the timing of cash outflows.

## Stock Repurchase Program and Other Share Acquisitions

Our Board of Directors has authorized the purchase of up to four million shares of Class A Common Stock or Class B Common Stock or any combination of the foregoing. During the six months ended April 30, 2013, we repurchased no shares of Class A or Class B Common Stock. During the six months ended April 30, 2012, we repurchased no shares of Class A Common Stock. During the three and six months ended April 30, 2012, we repurchased 1,000 shares of Class B Common Stock. As of April 30, 2013, we had repurchased 3,184,272 shares, including 1,425,452 shares of Class A Common Stock and 1,758,820 shares of Class B Common Stock, under this program. The total cost of the shares repurchased from November 1, 2011 through April 30, 2013 was approximately \$0.1 million.

## VARIABLE INTEREST ENTITIES

We evaluate whether an entity is a variable interest entity ("VIE") at inception or whenever reconsideration events occur and perform reassessments of all VIE's quarterly to determine if the primary beneficiary status is appropriate. We consolidate VIE's for which we are the primary beneficiary. If we are not the primary beneficiary and an ownership interest is held, the VIE is accounted for under the equity or cost methods of accounting. When assessing the determination of the primary beneficiary, we consider all relevant facts and circumstances, including: the power to direct the activities of the VIE that most significantly impact the VIE's economic performance and the obligation to absorb the expected losses and/or the right to receive the expected returns of the VIE. A company acquired in 2011 is considered a VIE. However, because we are not the primary beneficiary, we report our ownership interest in this acquired company using the equity method of accounting.

## Significant Nonstrategic Timberland Transactions

In March 2005, Soterra LLC (a wholly owned subsidiary) entered into two real estate purchase and sale agreements with Plum Creek Timberlands, L.P. ("Plum Creek") to sell approximately 56,000 acres of timberland and related assets located primarily in Florida for an aggregate sales price of approximately \$90 million, subject to closing adjustments. In connection with the closing of one of these agreements, Soterra LLC sold approximately 35,000 acres of timberland and associated assets in Florida, Georgia and Alabama for \$51.0 million. The purchase price was paid in the form of cash and a \$50.9 million purchase note payable (the "Purchase Note") by an indirect subsidiary of Plum Creek (the "Buyer SPE"). Soterra LLC contributed the Purchase Note to STA Timber LLC ("STA Timber"), one of our indirect wholly owned subsidiaries. The Purchase Note is secured by a Deed of Guarantee issued by Bank of America, N.A., London Branch, in an amount not to exceed \$52.3 million (the "Deed of Guarantee"), as a guarantee of the due and punctual payment of principal and interest on the Purchase Note.

We completed the second phase of these transactions in the first quarter of 2006. In this phase, we sold 15,300 acres of timberland holdings in Florida for \$29.3 million in cash, resulting in a pre-tax gain of \$27.4 million. The final phase of this transaction, approximately 5,700 acres sold for \$9.7 million in the second quarter of 2006, resulted in a pre-tax gain of \$9.0 million.



In May 2005, STA Timber issued in a private placement its 5.20% Senior Secured Notes due August 5, 2020 (the “Monetization Notes”) in the principal amount of \$43.3 million. In connection with the sale of the Monetization Notes, STA Timber entered into note purchase agreements with the purchasers of the Monetization Notes (the “Note Purchase Agreements”) and related documentation. The Monetization Notes are secured by a pledge of the Purchase Note and the Deed of Guarantee. The Monetization Notes may be accelerated in the event of a default in payment or a breach of the other obligations set forth therein or in the Note Purchase Agreements or related documents, subject in certain cases to any applicable cure periods, or upon the occurrence of certain insolvency or bankruptcy related events. The Monetization Notes are subject to a mechanism that may cause them, subject to certain conditions, to be extended to November 5, 2020. The proceeds from the sale of the Monetization Notes were primarily used for the repayment of indebtedness. Greif, Inc. and its other subsidiaries have not extended any form of guaranty of the principal or interest on the Monetization Notes. Accordingly, Greif, Inc. and its other subsidiaries will not become directly or contingently liable for the payment of the Monetization Notes at any time.

The Buyer SPE is deemed to be a VIE since the Buyer SPE is not able to satisfy its liabilities without financing support from us. While Buyer SPE is a separate and distinct legal entity from us, we are the primary beneficiary because we have (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE. As a result, Buyer SPE has been consolidated into our operations.

### ***Flexible Packaging Joint Venture***

In 2010, Greif, Inc. and its indirect subsidiary Greif International Holding Supra C.V. (“Greif Supra”) formed a joint venture (referred to herein as the “Flexible Packaging JV”) with Dabbagh Group Holding Company Limited and its subsidiary National Scientific Company Limited (“NSC”). The Flexible Packaging JV owns the operations in the Flexible Products & Services segment, with the exception of the North American multi-wall bag business. The Flexible Packaging JV has been consolidated into our operations as of its formation date of September 29, 2010.

The Flexible Packaging JV is deemed to be a VIE since the total equity investment at risk is not sufficient to permit the legal entity to finance its activities without additional subordinated financial support from us. We are the primary beneficiary because we have (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE or the right to receive benefits from the VIE that could potentially be significant to the VIE.

The economic and business purpose underlying the Flexible Packaging JV is to establish a global industrial flexible products enterprise through a series of targeted acquisitions and major investments in plant, machinery and equipment. All entities contributed to the Flexible Packaging JV were existing businesses acquired by a subsidiary of Greif, Inc. and were reorganized under Greif Flexibles Asset Holding B.V. and Greif Flexibles Trading Holding B.V. (“Asset Co.” and “Trading Co.”), respectively. The Flexible Packaging JV also includes Global Textile Company LLC (“Global Textile”), which owns and operates a fabric hub in Saudi Arabia that commenced operations in 2012. We have 51 percent ownership in Trading Co. and 49 percent ownership in Asset Co. and Global Textile. However, Greif Supra and NSC have equal economic interests in the Flexible Packaging JV, notwithstanding the actual ownership interests in the various legal entities. All investments, loans and capital contributions are to be shared equally by Greif Supra and NSC and each partner has committed to contribute capital of up to \$150 million and obtain third party financing and/or make loans for up to \$150 million as required.

As of April 30, 2013, Asset Co. had outstanding advances to NSC for \$0.6 million which are being used to fund certain costs incurred in Saudi Arabia in respect of the fabric hub being constructed and equipped there. These advances are recorded within the current portion related party notes and advances receivable on our consolidated balance sheet since they are expected to be repaid within the next twelve months. As of April 30, 2013, Asset Co. and Trading Co. held short term loans payable to NSC for \$12.0 million recorded within short-term borrowings on our consolidated balance sheet. These loans are interest bearing and are used to fund certain operational requirements.

### ***Non-United States Accounts Receivable VIE***

As further described in Note 3 to the Consolidated Financial Statements included in Item 1 of Part I of this Form 10-Q, Cooperage Receivables Finance B.V. is a party to the Nieuw Amsterdam Receivables Purchase Agreement (the “European RPA”). Cooperage Receivables Finance B.V. is deemed to be a VIE since this entity is not able to satisfy its liabilities without the financial support from us. While this entity is a separate and distinct legal entity from us and no ownership interest in Cooperage Receivables Finance B.V. is held by us, we are the primary beneficiary because we have (1) the power to direct the activities of the VIE that most significantly impact the VIE’s economic performance, and (2) the obligation to absorb losses of the VIE that could potentially be significant to the VIE. As a result, Cooperage Receivables Finance B.V. has been consolidated into our operations.

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## RECENT ACCOUNTING STANDARDS

### *Newly Adopted Accounting Standards*

In June 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2011-05 “Comprehensive Income: Presentation of comprehensive income.” This amendment to Accounting Standards Codification (“ASC”) 220 “Comprehensive Income” requires that all non-owner changes in stockholders’ equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In the two-statement approach, the first statement should present total net income and its components followed consecutively by a second statement that should present total other comprehensive income, the components of other comprehensive income and the total of comprehensive income. In December 2011, the FASB issued ASU 2011-12 “Comprehensive Income: Deferral of the Effective Date for Amendments to the Presentation of Reclassifications of Items Out of Accumulated Other Comprehensive Income in Accounting Standards Update No. 2011-05.” This amendment to ASC 220 “Comprehensive Income” deferred the adoption of presentation of reclassification items out of accumulated other comprehensive income. We adopted this new guidance beginning November 1, 2012, and the adoption of the new guidance did not impact our financial position, results of operations or cash flows, other than the related disclosures.

In September 2011, the FASB issued ASU 2011-08 “Intangibles—Goodwill and Other: Testing Goodwill for Impairment” which provides an entity the option to first assess qualitative factors to determine whether it is necessary to perform the current two-step test for goodwill impairment. If an entity believes, as a result of its qualitative assessment, that it is more-likely-than-not that the fair value of a reporting unit is less than its carrying amount, the quantitative impairment test is required. Otherwise, no further testing is required. The revised standard is effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. We adopted this new guidance, which will be fully implemented when the annual goodwill impairment testing which is performed during the fourth quarter of 2013, and the adoption of the new guidance is not expected to impact our financial position, results of operations, comprehensive income or cash flows, other than related disclosures.

In July 2012, the FASB issued ASU 2012-02 “Intangibles—Goodwill and Other: Testing Indefinite-Lived Intangible Assets for Impairment” which provides an entity the option to first assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. We adopted this new guidance, which will be fully implemented when the annual intangible asset impairment testing is performed during the fourth quarter of 2013, and the adoption of the new guidance is not expected to impact our financial position, results of operations, comprehensive income or cash flows, other than related disclosures.

### *Recently Issued Accounting Standards*

As of April 30, 2013, the FASB has issued ASU’s through 2013-07. We have reviewed each ASU and determined that the adoption of each ASU that is applicable to us will not have a material impact on our financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In December 2011, the FASB issued ASU 2011-11 “Balance Sheet: Disclosures about Offsetting Assets and Liabilities.” The differences in the offsetting requirements in GAAP and International Financial Reporting Standards (“IFRS”) account for a significant difference in the amounts presented in statements of financial position prepared in accordance with GAAP and in the amounts presented in those statements prepared in accordance with IFRS for certain institutions. This difference reduces the comparability of statements of financial position. The FASB and IASB are issuing joint requirements that will enhance current disclosures. Entities are required to disclose both gross information and net information about both instruments and transactions eligible for offset in the statement of financial position and instruments and transactions subject to an agreement similar to a master netting arrangement. We expect to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact our financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In January 2013, the FASB issued ASU 2013-01 “Balance Sheet: Clarifying the Scope of Disclosures about Offsetting Assets and Liabilities.” The main objective in developing this update is to address implementation issues about the scope of ASU 2011-11. FASB stakeholders have told the FASB that because the scope in ASU 2011-11 is unclear, diversity in practice may result. Recent feedback from FASB stakeholders is that standard commercial provisions of many contracts would equate to a master netting arrangement. FASB stakeholders questioned whether it was the FASB’s intent to require disclosures for such a broad scope, which would significantly increase the cost of compliance. The objective of this update is to clarify the scope of the offsetting disclosures and address any unintended consequences. We expect to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact our financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In February 2013, the FASB issued ASU 2013-02 “Comprehensive Income: Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The objective of this update is to improve the reporting of reclassifications out of accumulated other comprehensive income. The amendments in this update seek to attain that objective by requiring an entity to report the effect of significant reclassifications out of accumulated other comprehensive income on the respective line items in net income if the amount being reclassified is required under U.S. GAAP to be reclassified in its entirety to net income. For other amounts that are not required under U.S. GAAP to be reclassified in their entirety to net income in the same reporting period, an entity is required to cross-reference other disclosures required under U.S. GAAP that provide additional detail about those amounts. This would be the case when a portion of the amount reclassified out of accumulated other comprehensive income is reclassified to a balance sheet account instead of directly to income or expense in the same reporting period. We expect to adopt the new guidance beginning on November 1, 2013, and the adoption of the new guidance is not expected to impact our financial position, results of operations, comprehensive income or cash flows, other than the related disclosures.

In March 2013, the FASB issued ASU 2013-05 “Foreign Currency Matters: Parent’s Accounting for the Cumulative Translation Adjustment upon Derecognition of Certain Subsidiaries or Groups of Assets within a Foreign Entity or an Investment in a Foreign Entity.” The objective of this update is to resolve the diversity in practice about whether ASC 810-10 or ASC 830-30 applies to the release of the cumulative translation adjustment into net income when a parent either sells a part or all of its investment in a foreign entity or no longer holds a controlling financial interest in a subsidiary or group of assets that is a nonprofit activity or a business (other than a sale of in substance real estate or conveyance of oil and gas rights) within a foreign entity. We expect to adopt the new guidance beginning November 1, 2014, and the impact of the adoption of the new guidance will be evaluated when an acquisition or divestiture occurs with respect to our financial position, results of operations, comprehensive income, cash flows, and disclosures.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURE ABOUT MARKET RISK**

There has not been a significant change in the quantitative and qualitative disclosures about our market risk from the disclosures contained in the 2012 Form 10-K.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### ***Changes in Internal Control Over Financial Reporting***

As previously disclosed in Item 9A of the 2012 Form 10-K, management had then concluded that there was a material weakness in internal controls over financial reporting related to the financial statement close process and oversight in the Rigid Industrial Packaging & Services business unit in Brazil. In response, management has changed and added personnel in the Brazil business unit and in its corporate accounting function and has strengthened internal controls to provide more rigorous reconciliation and analytical review procedures. Management has monitored, tested and continues to enhance these new controls. Because new controls are still being developed and have not been in place long enough to provide sufficient assurances to support the conclusion that the above identified material weakness has been fully remediated, management concluded that, as of April 30, 2013, there was a material weakness in internal controls over financial reporting related to the financial statement close process and oversight in the Rigid Industrial Packaging & Services business unit in Brazil.

As previously disclosed in Item 9A of the 2012 Form 10-K, management had then concluded that there was a material weakness in internal controls over financial reporting related to accounting for non-routine or complex transactions. Remedial actions have been implemented to address these controls, including improving processes and communications around non-routine or complex transactions, supplementing the technical competence of our accounting staff with additional internal and, as needed, contract resources and improving, from a holistic standpoint, the documentation of the review of the accounting, presentation and disclosure of such transactions. Because new controls are still being developed and have not been in place long enough to provide sufficient assurances to support the conclusion that the above identified material weakness has been fully remediated, management concluded that, as of April 30, 2013, there was a material weakness in internal controls over financial reporting related to accounting for non-routine or complex transactions.

Except as noted in the preceding paragraphs, there has been no change in our internal control over financial reporting that occurred during the most recent quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

***Disclosure Controls and Procedures***

With the participation of our principal executive officer and principal financial officer, our management has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”)), as of the end of the period covered by this report. Based upon that evaluation, our principal executive officer and principal financial officer have concluded that, as of the end of the period covered by this report:

- Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the Securities and Exchange Commission;
- Information required to be disclosed by us in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure; and
- Management has concluded that, because of a material weakness in our internal controls over financial reporting related to the financial statement close process and oversight within the Brazil unit of our Rigid Industrial Packaging & Services business segment and a material weakness in internal controls over financial reporting related to accounting for non-routine transactions, our disclosure controls and procedures were not effective.

**PART II. OTHER INFORMATION**

**ITEM 1A. RISK FACTORS**

There have been no material changes in our risk factors from those disclosed in the 2012 Form 10-K under Part I, Item 1A — Risk Factors.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**

**Issuer Purchases of Class A Common Stock**

<u>Period</u>	<u>Total Number of Shares Purchased</u>	<u>Average Price Paid Per Share</u>	<u>Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)</u>	<u>Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs (1)</u>
November 2012	—	—	—	815,728
December 2012	—	—	—	815,728
January 2013	—	—	—	815,728
February 2013	—	—	—	815,728
March 2013	—	—	—	815,728
April 2013	—	—	—	815,728

## Issuer Purchases of Class B Common Stock

Period	Total Number of Shares Purchased	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs (1)	Maximum Number (or Approximate Dollar Value) of Shares that May Yet Be Purchased under the Plans or Programs (1)
November 2012	—		—	815,728
December 2012	—		—	815,728
January 2013	—		—	815,728
February 2013	—		—	815,728
March 2013	—		—	815,728
April 2013	—		—	815,728

- (1) Our Board of Directors has authorized a stock repurchase program which permits us to purchase up to 4.0 million shares of our Class A Common Stock or Class B Common Stock, or any combination thereof. As of April 30, 2013, the maximum number of shares that may yet be purchased was 815,728 shares, which may be any combination of Class A Common Stock or Class B Common Stock.

### **ITEM 6. EXHIBITS**

#### (a.) Exhibits

Exhibit No.	Description of Exhibit
10.1	Defined Contribution Supplemental Executive Retirement Plan.
31.1	Certification of Chief Executive Officer Pursuant to Rule 13a — 14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer Pursuant to Rule 13a — 14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer required by Rule 13a — 14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.
32.2	Certification of Chief Financial Officer required by Rule 13a — 14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code.
101	The following financial statements from the Company's Annual Report on Form 10-Q for the quarter ended April 30, 2013, formatted in XBRL: (i) Consolidated Statements of Income and Comprehensive Income, (ii) Consolidated Balance Sheets, (iii) Consolidated Statements of Cash Flow and (iv) Notes to Consolidated Financial Statements. (1)
(1)	The XBRL related information in Exhibit 101 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

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**SIGNATURES**

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

Date: June 7, 2013

**Greif, Inc.**  
(Registrant)

/s/ Robert M. McNutt

Robert M. McNutt,  
Senior Vice President and Chief Financial Officer  
(Duly Authorized Signatory)

**GREIF, INC.**  
**DEFINED CONTRIBUTION SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN**

**Effective January 1, 2011**

**Section 1:**  
**Purpose**

As of the Effective Date, the Corporation adopts this Plan for the purposes of providing the benefits described herein to Eligible Employees who become Participants. The Plan is intended to be an unfunded, nonqualified program of deferred compensation exempt from the substantive requirements of Title I of ERISA.

**Section 2:**  
**Definitions**

Whenever used in this Plan, the following words, terms and phrases shall have the meanings given to them in this Section 2 unless another meaning is expressly provided elsewhere in this Plan. Also, the form of any word, term or phrase shall include all of its other forms.

- 2.1 **Act.** The Securities Exchange Act of 1934, as amended.
- 2.2 **Account.** The bookkeeping account created on behalf of each Participant described in Section 4 to record Employer Contributions and Interest.
- 2.3 **Affiliate.** Any entity that, along with the Corporation, would be treated as a single employer under Section 414(b) or (c) of the Code.
- 2.4 **Beneficiary.** The person or persons designated in accordance with Section 10.1 by a Participant to receive payment with respect to the Participant's Account in the event of the Participant's death.
- 2.5 **Board.** The Corporation's board of directors or other governing body.
- 2.6 **Cause.** The occurrence of any of the following: (a) any act which the Committee, in its sole discretion, concludes is detrimental to the best interests of the Corporation or any Affiliate; (b) serious, willful misconduct relating to the discharge of the duties owed to the Corporation or an Affiliate; (c) conviction of a felony or perpetuation of a common law fraud; (d) willful failure to comply with laws applicable to the execution of the business of the Corporation or any Affiliate; (e) theft, fraud, embezzlement, dishonesty or other willful misconduct that has resulted in economic damage to the Corporation or any Affiliate; or (f) failure to comply with any of the policies of the Corporation or the Employer.
- 2.7 **Change in Control.** The occurrence of the first of any of the following events:

- (a) Any direct or indirect acquisition by a “person,” including a “group” (as such terms are used in Sections 13(d) and 14(d)(2) of the Act) after which the “person” or “group” is the “beneficial owner” (as defined in Rule 13d-3 under the Act), directly or indirectly, of securities of the Corporation representing more than 30% percent of the combined voting power of the Corporation’s then outstanding securities entitled to vote in the election of the Board; provided, however, that “person” or “group” shall not include (i) the Corporation, (ii) any Affiliate, (iii) any employee benefit plan of any entity described in subclauses (i) and/or (ii) of this Section 2.7(a), or (iv) Permitted Investors; or
  - (b) The adoption or authorization by the shareholders of the Corporation of a definitive agreement or a series of related agreements (i) for the merger or other business combination of the Corporation with or into another entity in which the shareholders of the Corporation immediately before the effective date of that merger or other business combination own less than 50% of the voting power entitled to be exercised in the election of the board of directors of the entity immediately after the effective date of that merger or other business combination; or (ii) for the sale or other disposition of all or substantially all of the assets of the Corporation; or
  - (c) The adoption by the shareholders of the Corporation of a plan relating to the liquidation or dissolution of the Corporation.
- 2.8 **Code.** The Internal Revenue Code of 1986, as amended, and any applicable rulings and regulations issued thereunder.
- 2.9 **Committee.** The Compensation Committee of the Board.
- 2.10 **Corporation.** Greif, Inc., a Delaware corporation, and any successor.
- 2.11 **Disability.** As defined in the Corporation’s long-term disability plan. An amendment to the definition of “disability” in the Corporation’s long-term disability plan automatically shall amend the definition of Disability, regardless of the restrictions and procedures described in Section 9.
- 2.12 **Effective Date.** January 1, 2011.
- 2.13 **Eligible Employee.** Each person employed by the Employer who is a member of a select group of management employees or is a highly compensated employee within the meaning of Title I of ERISA and who is not a participant in the Greif Pension Plan.
- 2.14 **Employer .** As applicable, the Corporation, Greif Packaging LLC, a Delaware limited liability company, or any other Affiliate that adopts the Plan by following the procedures described in Section 12.10.



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- 2.15 **Employer Contribution.** A contribution made by the Employer on behalf of a Participant as described in Section 5.
- 2.16 **ERISA.** The Employee Retirement Income Security Act of 1974, as amended, and any applicable rulings and regulations issued thereunder.
- 2.17 **Good Reason.** The occurrence of one or more of the following, without an affected Participant's written consent (other than in connection with the Participant's Termination):
- (a) A material reduction in the Participant's compensation;
  - (b) The permanent assignment to the Participant of duties inconsistent in any material respect with the Participant's position (including, without limitation, status, office and title), authority, duties or responsibilities normally allotted to the Participant or any other action that results in a material diminution in the Participant's position, authority, duties or responsibilities;
  - (c) A material breach by the Employer of (or the Employer's inability to perform) the terms of any employment agreement with the Participant; or
  - (d) The failure or refusal of any successor or assign of the Employer to (i) assume the duties and liabilities owed by the Employer to the Participant under this Plan that arose before the Participant's Termination or (ii) assume the duties and liabilities owed by the Employer before the Participant's Termination under any employment agreement between the Employer (including those assumed from predecessor employers, if any) and the Participant.
- However, Good Reason shall not arise unless the Participant notifies the Employer in writing of the event claimed to constitute Good Reason and the Employer fails to correct that event within 30 days of receiving that written notice. Notwithstanding the foregoing, Good Reason shall cease to exist for an event on the 60th day following the later of its occurrence or the Participant's knowledge thereof, unless the Participant has provided written notice thereof prior to such date.
- 2.18 **Greif Pension Plan.** The defined benefit pension plan sponsored and maintained by Greif Packaging LLC which is qualified under Section 401(a) of the Code.
- 2.19 **Normal Retirement Age.** The date on which a Participant attains age 65.
- 2.20 **Participant.** An Eligible Employee who has met and continues to meet the conditions described in Section 3.
- 2.21 **Participation Agreement.** An agreement in the form attached here to as Exhibit A, or such other form provided by the Committee, that each Eligible Employee must complete as a condition to becoming a Participant. In the event of a conflict between the terms of the Plan and the terms of the Participation Agreement, the terms of the Plan shall govern.

- 2.22 **Permitted Investors.** The following (a) All Life Foundation, Michael H. Dempsey Trust, Shannon J. Diener (formerly known as Shannon J. Dempsey), Naomi C. Dempsey Charitable Lead Annuity Trust, Nob Hill Trust, Henry Coyle Dempsey Trust, Patricia M. Dempsey, Patricia M. Dempsey Living Trust, Judith D. Hook, Judith D. Hook Living Trust, Mary T. McAlpin, Mary T. McAlpin Living Trust, Mary T. McAlpin Charitable Remainder Annuity Trust, John McNamara, Virginia D. Ragan and Virginia D. Ragan Living Trust; (b) the spouses, heirs, legatees, descendants and blood relatives to the third degree of consanguinity of any person in clause (a) and any adopted children and blood relative thereof; (c) the executors and administrators of the estate of any such person, and any court appointed guardian of any person in clause (a) or (b); and (d) any trust, family partnership or similar investment entity or a fiduciary entity for the benefit of any such person referred to in the foregoing clause (a) or (b) or any other persons (including for charitable purposes), so long as one or more members of the group consisting of the Permitted Investors have the exclusive ownership of such investment or fiduciary entity or the exclusive or a joint right to control the voting and disposition of securities held by such investment or fiduciary entity.
- 2.23 **Plan.** This Greif, Inc. Defined Contribution Supplemental Executive Retirement Plan, as it may be amended from time to time.
- 2.24 **Termination.** A Participant's "separation from service" from the Employer, as defined in Section 409A of the Code.
- 2.25 **Year of Vesting Service.** Each full 12-month period (excluding fractional periods) from the date of the Participant's hire until Termination during which the Participant is an employee of the Corporation or an Affiliate.

### **Section 3: Eligibility and Participation**

- 3.1 **Commencement of Participation.** Subject to Section 3.2 of this Plan, each Eligible Employee shall become a Participant on the date on which the Eligible Employee is designated as a Participant by the Committee.
- 3.2 **Loss of Eligible Employee Status.** A Participant who is no longer an Eligible Employee shall no longer be eligible to receive Employer Contributions. Amounts credited to the Account of a Participant who is no longer an Eligible Employee shall continue to be administered in accordance with the terms and conditions of this Plan and shall be paid as provided in Section 6.
- 3.3 **Participation Agreement.** As a condition to participation, each Eligible Employee selected for participation shall execute a Participation Agreement and provide such information as the Committee shall reasonably request.

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**Section 4:  
Accounts**

- 4.1 **Account.** The Committee shall establish and maintain an Account for each Participant. Each Participant's Account shall be credited with Employer Contributions and Interest and reduced by any distributions made from such Account and, to the extent permitted by applicable law, any federal, state and local taxes required to be withheld.
- 4.2 **Interest.** The Account of each Participant shall be credited annually with Interest prior to the Participant's Termination determined by multiplying the balance of such Account by the discount rate used by the Corporation to calculate the present value of its future obligations under the Greif Pension Plan at the beginning of such fiscal year, as reported in the Corporation's financial statements. If the Corporation no longer maintains the Greif Pension Plan, each Participant's Account shall be credited with interest at a rate established by the Committee from time to time. Notwithstanding the foregoing, if its determined that the amount of Interest credited to a Participant's Account is an "unreasonable rate of return" within the meaning of Treasury Regulation §31.3121(v)(2)-1(d)(iii), the amount of Interest in excess of what would be credited using a reasonable rate of interest shall be treated as an additional amount deferred in the year credited.

**Section 5:  
Contributions**

- 5.1 **Employer Contributions.** The Employer shall make Employer Contributions on behalf of each Participant in such an amount and at such time or times as set forth in the Participant's Participation Agreement or in another written communication to the Participant.
- 5.2 **Vesting.** Except as provided in Sections 5.3 and 5.4 or as otherwise specified in the Participation Agreement, a Participant shall be fully vested in the Participant's Account upon the earliest to occur of the Participant's: (a) completion of at least ten Years of Vesting Service; (b) attainment of Normal Retirement Age; (c) death; (d) Disability; or (e) termination by Participant for Good Reason or Termination by Employer without Cause within 24 consecutive calendar months beginning immediately after a Change in Control.
- 5.3 **Forfeiture.** A Participant shall forfeit the Participant's Account if the Participant: (a) Terminates before meeting one of the conditions listed in Section 5.2; (b) is Terminated for Cause at any time; or (c) violates any of the Participant's obligations under any confidentiality or noncompetition agreement to which he or she is a party.
- 5.4 **Occurrence of Certain Events.** Regardless of any other provision of this Plan, a Participant shall forfeit any unpaid portion of the Participant's Account and the Corporation shall have no further liability to the Participant if, at any time after payment of the Participant's Account begins, the Corporation learns that the Participant engaged in conduct that: (a) would have constituted Cause had it been known before the Participant Terminated; or (b) violates any of the Participant's obligations under any confidentiality or noncompetition agreement to which he or she is a Party.

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**Section 6:  
Payment**

- 6.1 **Time and Form of Payment.** Except as otherwise provided herein or as specified in the Participation Agreement, a Participant shall receive payment of the vested portion of the Participant's Account in 60 substantially equal quarterly installments beginning on the later of: (a) the first day of the calendar quarter that begins after the Participant's Normal Retirement Age; or (b) the first day of the calendar quarter that begins after the Participant's Termination.
- 6.2 **Effect of Death.** If a Participant dies before payment of the Participant's Account has begun, payment of the vested portion of the Account shall be made to the Participant's Beneficiary in 60 substantially equal quarterly installments beginning on the first day of the calendar quarter following the Participant's death. If a Participant dies after payment of the Participant's Account has begun, all remaining payments shall be made to the Participant's Beneficiary.
- 6.3 **Limited Cash-Out .** Notwithstanding any provision in the Plan to the contrary, the Corporation, in its sole discretion, may make a lump sum payment of a Participant's Account provided that: (a) the payment results in the termination and liquidation of the entirety of the Participant's interest under the Plan and all agreements, methods, programs or other arrangements with respect to which deferrals of compensation are treated as having been deferred under a single nonqualified deferred compensation plan under Treasury Regulation §1.409A-1(c)(2); and (b) the aggregate distribution under the arrangements is not greater than the applicable dollar amount under Section 402(g)(1)(B), of the Code as in effect in the year of payment.
- 6.4 **Six Month Distribution Delay.** Notwithstanding any provision in the Plan to the contrary, payment to any Participant who is a "specified employee" upon the Participant's Termination shall not be (or begin to be) distributed until the earlier of (a) six months following the date on which the Participant Terminates; or (b) the Participant's death. The first payment to be made shall include the cumulative amount (if any) of any amounts that could not be paid during such period.

**Section 7:  
Taxes**

- 7.1 **Withholding for Taxes Due on Plan Payments .** Regardless of any other provision of this Plan, any payment under the Plan shall be reduced by the amount of any federal, state and local income, wage and other taxes and charges which the Employer is required to withhold under any applicable law or regulation from such payment.

- 7.2 **Withholding for Taxes Due Before Payments Begin.** The Employer shall withhold any income, wage and other taxes imposed under any applicable law or regulation on any Employer Contribution and/or Interest before payment is made from the Participant's other compensation. If no other compensation is then payable to the Participant, the Participant shall remit to the Corporation an amount sufficient to satisfy the Participant's tax liability.

**Section 8:  
Administration**

- 8.1 **Administration.** The Committee shall be responsible for the administration of the Plan. The Committee shall keep minutes of its proceedings and, with the assistance of an administrator, all data, records and documents pertaining to the Committee's administration of the Plan.
- 8.2 **Authority.** The Committee shall administer the Plan in accordance with its terms and shall have full discretionary authority to manage and control the operation and administration of the Plan, including but not by way of limitation, the following authority:
- (a) To determine all questions relating to the eligibility of employees to participate;
  - (b) To determine the identity of all Participants;
  - (c) To authorize all payments from the Plan;
  - (d) To maintain, with the assistance of the Administrator, all the necessary records for the administration of the Plan;
  - (e) To interpret the provisions of the Plan and to make and publish such rules for the regulation of the Plan as are not inconsistent with the terms thereof;
  - (f) To determine all questions arising with respect to the Plan's operation and its interpretations, which shall be final, binding and conclusive on all parties; and
  - (g) To delegate, at its discretion and to the extent it considers appropriate, the powers and duties to one or more persons of its selection and to engage persons to advise or render assistance to the Committee or any fiduciary with respect to the Plan.
- 8.3 **Information to the Committee.** To enable the Committee to perform its functions, the Employer shall fully and timely provide information to the Committee on all matters relating to the compensation of all Participants, their service and regular employment, their retirement, death or the cause for Termination and such other pertinent facts as the Committee may require.

8.4 **Expenses.** All expenses pertaining to the maintenance of this Plan incurred by the Committee or its delegates shall be borne by the Employers.

8.5 **Claims Procedure.**

- (a) Any Participant or Beneficiary (the “claimant”) who believes that he, she or it is entitled to an unpaid Plan benefit or that wishes to resolve a dispute or disagreement which arises under, or in any way relates to, the interpretation or construction of the Plan may file a claim with the Committee.
- (b) If the claim is wholly or partially denied, the Committee shall, within a reasonable period of time, and within 90 days of the receipt of such claim provide the claimant with written notice of the denial setting forth in a manner calculated to be understood by the claimant:
  - (i) The specific reason or reasons for which the claim was denied;
  - (ii) Specific reference to pertinent Plan provisions, rules, procedures or protocols upon which the Committee relied to deny the claim;
  - (iii) A description of any additional material or information that the claimant may file to perfect the claim and an explanation of why this material or information is necessary; and
  - (iv) An explanation of the Plan’s claims review procedure and the time limits applicable to such procedure and a statement of the claimant’s right to bring a civil action under ERISA Section 502(a) following an adverse determination upon review.

If special circumstances require the extension of the 90 day period described above, the claimant shall be notified before the end of the initial period of the circumstances requiring the extension and the date by which the Committee expects to reach a decision. Any extension for deciding a claim shall not be for more than an additional 90 day period.

- (c) If a claim has been wholly or partially denied, the affected claimant, or such claimant’s authorized representative, may:
  - (i) Request that the Committee reconsider its initial denial by filing a written appeal within 60 days after receiving written notice that all or part of the initial claim was denied;
  - (ii) Review pertinent documents and other material upon which the Administrator relied when denying the initial claim; and

- (iii) Submit a written description of the reasons for which the claimant disagrees with the Committee's initial adverse decision.

An appeal of an initial denial of benefits and all supporting material must be made in writing within the time periods described above and directed to the Committee. The Committee is solely responsible for reviewing all benefit claims and appeals and taking all appropriate steps to implement its decision.

The Committee's decision on review shall be sent to the claimant in writing and shall include specific reasons for the decision, written in a manner calculated to be understood by the claimant, as well as specific references to the pertinent Plan provisions, rules, procedures or protocols upon which the Administrator relied to deny the appeal. The Committee shall consider all information submitted by the claimant, regardless of whether the information was part of the original claim. The decision shall also include a statement of the claimant's right to bring an action under ERISA Section 502(a).

The Committee's decision on review shall be made not later than 60 days after its receipt of the request for review, unless special circumstances require an extension of time for processing, in which case a decision shall be rendered as soon as possible, but not later than 120 days after receipt of the request for review. This notice to the claimant shall indicate the special circumstances requiring the extension and the date by which the review official expects to render a decision and shall be provided to the claimant prior to the expiration of the initial 60 day period.

To the extent permitted by law, the initial decision of the Committee (if no review is properly requested) or the decision of the Committee on review, as the case may be, shall be final and binding on all parties. No legal action for benefits under the Plan shall be brought unless and until the claimant has exhausted such claimant's remedies under this Section 8.

### **Section 9: Amendment and Termination**

- 9.1 **Amendment.** The Corporation has the right to modify, alter or amend the Plan, in whole or in part at any time. Except as permitted by Section 411(d)(6) of the Code (applied as if the Plan was a tax-qualified plan), no amendment to the Plan shall reduce a Participant's Account balance. Notwithstanding anything to the contrary in this Plan, each Participant agrees without further consideration to any amendments necessary to avoid penalties under Section 409A of the Code.
- 9.2 **Termination.** The Plan may be wholly discontinued or terminated at any time by action of the Corporation or may be terminated at any time as to its own employees by any Employer. Upon the termination or partial termination of the Plan (within the meaning of Section 411(d)(3) of the Code, applied as if the Plan is a tax-qualified plan), all Participants shall become fully vested in their Accounts. Except to the extent permitted under Section 409A of the Code, termination of the Plan shall not accelerate the payment of Accounts, which shall be distributed on the date(s) that payment otherwise would have been made had the Plan not been terminated.

- 9.3 **Successor Employer.** If an Employer dissolves, reorganizes, merges into or consolidates with another entity, provision may be made by which the successor shall continue the Plan, in which case the successor shall be substituted for the Employer under the terms and provisions of this Plan. The substitution of the successor for the Employer shall constitute an assumption by the successor of all Plan liabilities and the successor shall have all of the powers, duties and responsibilities of the Employer under the Plan.

**Section 10:  
Beneficiaries**

- 10.1 **Beneficiaries.** Each Participant may from time to time designate one or more persons (who may be any one or more members of such person's family or other persons, administrators, trusts, foundations or other entities) as his or her Beneficiary under the Plan. Such designation shall be made in the Participation Agreement or such other form prescribed by the Committee. Each Participant may at any time and from time to time, change any previous Beneficiary designation, without notice to or consent of any previously designated Beneficiary, by amending his or her previous designation in a form prescribed by the Committee. If the Beneficiary does not survive the Participant (or is otherwise unavailable to receive payment) or if no Beneficiary is validly designated, then the amounts payable under this Plan shall be paid to the Participant's surviving spouse or, if there is no surviving spouse, the Participant's estate. If more than one person is the Beneficiary of a deceased Participant, each such person shall receive a pro rata share of any death benefit payable unless otherwise designated in the applicable form. If a Beneficiary who is receiving benefits dies, all benefits that were payable to such Beneficiary shall then be payable to the estate of that Beneficiary.
- 10.2 **Lost Participant and/or Beneficiary.** All Participants and Beneficiaries shall have the obligation to keep the Administrator informed of their current address until such time as all benefits due have been paid. Under no circumstances shall any amount under this Plan escheat to any governmental authority.

**Section 11:  
Funding**

This Plan constitutes an unfunded, unsecured promise by the Employer to pay only those benefits that are accrued by Participants under the terms of the Plan. Neither the Corporation nor any Affiliate is required to segregate any assets into a fund established exclusively to pay benefits. Participants have only the rights of a general unsecured creditor and do not have any interest in or right to any specific asset of the Corporation or any Affiliate. Nothing in this Plan constitutes a guaranty by the Corporation, any Affiliate or any other entity or person that the assets of the Employers or any other entity shall be sufficient to make payment.



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**Section 12:  
Miscellaneous**

- 12.1 **No Contract.** The adoption and maintenance of this Plan shall not be deemed to constitute a contract of employment or otherwise between the Employer and any Participant or other person, and shall not be a consideration for or an inducement or condition of any employment. Nothing contained herein shall be deemed to give to any Participant or other person the right to be retained in the service of the Employer or to interfere with the right of the Employer (which right is expressly reserved) to discharge, with or without Cause, a Participant or other person at any time without any liability for any claim either against the Plan (except to the extent provided herein) or against the Employer.
- 12.2 **No Alienation.** None of the benefits, payments, proceeds, claims or rights of any Participant hereunder shall be subject to any claims of any creditor or to attachment or garnishment or other legal process by any creditor, nor shall any such Participant have any right to alienate, anticipate, commute, pledge, encumber or assign any claim or right hereunder or any of the benefits or payments or proceeds which he may expect to receive, contingent or otherwise, under the provisions hereof. In the event any person attempts to take any action contrary to the provisions of this Section 12.2, (a) such action shall be null and void and of no effect whatsoever; (b) the Employer and the Committee may disregard such action and shall not be in any manner bound thereby; and (c) the Employer and the Committee shall suffer no liability by reason thereof. If any Participant or other person attempts to take any action contrary to this Section 12.2, the Employer and the Committee shall be reimbursed and indemnified on demand out of the interest of such Participant in the Plan for any loss, cost or expense incurred as a result of disregarding or of acting in disregard of such action.
- 12.3 **Applicable Law.** This Plan shall be construed, administered and governed in all respects under and by the laws of the State of Ohio (applied without regard to any conflicts of laws principles), except to the extent that such laws are preempted by applicable federal law.
- 12.4 **Headings.** Headings and subheadings in this agreement are inserted for convenience of reference only. They constitute no part of the Plan.
- 12.5 **Gender.** The masculine gender shall include the feminine; and wherever appropriate, the singular shall include the plural or the plural may be read as the singular.
- 12.6 **Limitations on Payment.** If, in the judgment of the Committee, a Participant is legally, physically or mentally incapable of personally receiving and executing a receipt for any distribution or payment due him under the Plan, the distribution or payment may be made to the person's guardian or other legal representative (or, if none is known, to any other person or institution who has custody of the person), and that distribution or payment shall constitute a full discharge of any obligation with respect to the amount paid or distributed.

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- 12.7 **Invalid Provision.** If any provision of this Plan is held to be illegal or invalid for any reason, the Plan shall be construed and enforced as if the offending provision had not been included in the Plan. However, that determination shall not affect the legality or validity of the remaining parts of this Plan.
- 12.8 **One Plan.** This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original.
- 12.9 **Coordination with Other Plans.** The right of Participants to benefits accrued or payable under this Plan shall be determined solely by reference to the terms of this document and shall be unaffected by any other document or agreement between Participant and the Employer.
- 12.10 **Extension of Plan to Affiliates.** By action of its Board, the Corporation may extend participation of this Plan to any Affiliate in addition to Greif Packaging LLC, but only if the board of directors or governing body of the Affiliate accepts participation in the Plan, agrees to the terms of the Plan and delegates to the Corporation and the Committee the authority to amend, terminate and administer the Plan according to its terms.
- 12.11 **Section 409A of the Code.** It is intended that this Plan comply with Section 409A of the Code, and, to the maximum extent permitted by law, this Plan shall be interpreted, administered and operated in good faith accordingly. Nothing herein shall be construed as an entitlement to or guarantee of any particular tax treatment to a Participant. The Corporation may accelerate the time or schedule of a payment to a Participant to pay an amount the Participant includes in income as a result of the Plan failing to meet the requirements of Section 409A of the Code. Such payment shall not exceed the amount required to be included in income as a result of the failure to comply with Section 409A of the Code.

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**EXHIBIT A**

**GREIF, INC.  
DEFINED CONTRIBUTION SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN**

**Participation Agreement**

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The Compensation Committee (the "Committee") of the Board of Directors of Greif, Inc. (the "Corporation") hereby designates the individual identified above to be a "Participant" in the Greif, Inc. Defined Contribution Supplemental Executive Retirement Plan (the "SERP") beginning . This Participation Agreement (this "Agreement") describes terms and conditions of under which a benefit under the Plan may be earned.

**I. Employer Contributions**

With respect to calendar year \_\_\_\_\_ and with respect to each calendar year thereafter, and provided that the Participant remains an employee of the Employer on the last day of such calendar year, the Corporation shall credit the Account of the Participant with an annual Employer Contribution in an amount equal to \_\_\_\_\_ % of the base salary and any short-term incentive compensation payable to the Participant by the Employer for such calendar year.

The amount of the Employer Contribution may be changed in a writing signed by both the Participant and an authorized representative of the Committee.

**II. Vesting**

The Participant shall be fully vested in the Participant's Account upon the earliest to occur of the Participant's: (a) completion of at least ten Years of Vesting Service; (b) attainment of Normal Retirement Age; (c) death; (d) Disability; or (e) termination by Participant for Good Reason or Termination by Employer without Cause within 24 consecutive calendar months beginning immediately after a Change in Control.

The Participant shall forfeit the Participant's Account if the Participant: (i) Terminates before the Account vests; (ii) is Terminated for Cause at any time; or (iii) violates any of the Participant's obligations under any confidentiality or noncompetition agreement to which the Participant is a party.

**III. Forfeiture**

Notwithstanding the foregoing, the Participant shall forfeit any unpaid portion of the Participant's Account and the Corporation shall have no further liability to the Participant if, at any time after payment of the Participant's Account begins, the Corporation learns that the Participant engaged in conduct that: (a) would have constituted Cause had it been known before the Participant Terminated; or (b) violates any of the Participant's obligations under any confidentiality or noncompetition agreement to which the Participant is a party.

**IV. Payment**

Subject to Section 6 of the Plan, payment of the vested portion of the Participant’s Account shall be made in 60 substantially equal quarterly installments beginning on the later of: (a) the first day of the calendar quarter that begins after the Participant’s Normal Retirement Age; or (b) the first day of the calendar quarter that begins after the Participant’s Termination.

**V. Beneficiary Designation**

The Participant hereby designates the following individual(s) as the Participant’s Beneficiary(ies) to receive payment with respect to the Participant’s Account in the event of the Participant’s death. If no Beneficiary is designated, the Benefit will be paid to the Participant’s surviving spouse and, if none, to the Participant’s estate.

Name	SSN	Relationship	% of Benefit

**VI. Acknowledgments**

By signing this Agreement below, the Participant agrees and acknowledges that:

- The Participant has read and understands the terms of the Plan;
- Capitalized terms not defined herein shall have the meanings given to them in the Plan; and
- In the event of a conflict between the Plan and this Agreement, the Plan shall control.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

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CERTIFICATION

I, David B. Fisher, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Greif, Inc.;

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 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: June 7, 2013

/s/ David B. Fischer

David B. Fischer, President  
And Chief Executive Officer

CERTIFICATION

I, Robert M. McNutt, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Greif, Inc.;

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 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: June 7, 2013

/s/ Robert M. McNutt

Robert M. McNutt,  
Senior Vice President and Chief Financial Officer  
(Principal financial officer)

**Certification Required by Rule 13a — 14(b) of the Securities Exchange Act of 1934 and Section 1350  
of Chapter 63 of Title 18 of the United States Code**

In connection with the Quarterly Report of Greif, Inc. (the “Company”) on Form 10-Q for the quarterly period ended April 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, David B. Fischer, the chief executive officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (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 Company.

Date: June 7, 2013

/s/ David B. Fischer

David B. Fischer, President  
and Chief Executive Officer

A signed original of this written statement required by Section 906 has been provided to Greif, Inc. and will be retained by Greif, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

**Certification Required by Rule 13a — 14(b) of the Securities Exchange Act of 1934 and Section 1350 of Chapter 63 of Title 18 of the United States Code**

In connection with the Quarterly Report of Greif, Inc. (the “Company”) on Form 10-Q for the quarterly period ended April 30, 2013, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Robert M. McNutt, the chief financial officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

- (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 Company.

Date: June 7, 2013

/s/ Robert M. McNutt

Robert M. McNutt,  
Senior Vice President and Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Greif, Inc. and will be retained by Greif, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.