

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

FORM 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2014

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File No. 001-11261

SONOCO PRODUCTS COMPANY

Incorporated under the laws
of South Carolina

1 N. Second St.
Hartsville, SC 29550
Telephone: 843/383-7000

I.R.S. Employer Identification
No. 57-0248420

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

<u>Title of each class</u>	<u>Name of exchange on which registered</u>
No par value common stock	New York Stock Exchange, LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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

Indicate by check mark whether the registrant has submitted electronically and posted to its corporate Web site, 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 such shorter period that the registrant was required to submit and post such files). Yes No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the 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 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 aggregate market value of voting common stock held by nonaffiliates of the registrant (based on the New York Stock Exchange closing price) on June 29, 2014, which was the last business day of the registrant's most recently completed second fiscal quarter, was \$4,357,280,269. Registrant does not (and did not at June 29, 2014) have any non-voting common stock outstanding.

As of February 13, 2015, there were 100,691,732 shares of no par value common stock outstanding.

Documents Incorporated by Reference

Portions of the Proxy Statement for the annual meeting of shareholders to be held on April 15, 2015, which statement shall be filed with the Securities and Exchange Commission within 120 days after the end of the fiscal year to which this Report relates, are incorporated by reference in Part III.

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SONOCO PRODUCTS COMPANY

Forward-looking statements

Statements included in this Annual Report on Form 10-K that are not historical in nature, are intended to be, and are hereby identified as "forward-looking statements" for purposes of the safe harbor provided by Section 21E of the Securities Exchange Act of 1934, as amended. In addition, the Company and its representatives may from time to time make other oral or written statements that are also "forward-looking statements." Words such as "estimate," "project," "intend," "expect," "believe," "consider," "plan," "strategy," "opportunity," "commitment," "target," "anticipate," "objective," "goal," "guidance," "outlook," "forecast," "future," "re-envision," "will," "would," "can," "could," "may," "might," "aspires," "potential," or the negative thereof, and similar expressions identify forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding:

- availability and supply of raw materials, and offsetting high raw material costs;
- improved productivity and cost containment;
- improving margins and leveraging strong cash flow and financial position;
- effects of acquisitions and dispositions;
- realization of synergies resulting from acquisitions;
- costs, timing and effects of restructuring activities;
- adequacy and anticipated amounts and uses of cash flows;
- expected amounts of capital spending
- refinancing and repayment of debt;
- financial strategies and the results expected of them;
- financial results for future periods;
- producing improvements in earnings;
- profitable sales growth and rates of growth;
- market leadership;
- research and development spending;
- extent of, and adequacy of provisions for, environmental liabilities;
- adequacy of income tax provisions, realization of deferred tax assets, outcomes of uncertain tax issues and tax rates;
- goodwill impairment charges and fair values of reporting units;
- future asset impairment charges and fair values of assets;
- anticipated contributions to pension and postretirement benefit plans, fair values of plan assets, long-term rates of return on plan assets, and projected benefit obligations and payments;
- creation of long-term value and returns for shareholders;
- continued payment of dividends; and
- planned stock repurchases.

Such forward-looking statements are based on current expectations, estimates and projections about our industry, management's beliefs and certain assumptions made by management. Such information includes, without limitation, discussions as to guidance and other estimates, perceived opportunities, expectations, beliefs, plans, strategies, goals and objectives concerning our future financial and operating performance. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Therefore, actual results may differ materially from those expressed or forecasted in such forward-looking statements. The risks, uncertainties and assumptions include, without limitation:

- availability and pricing of raw materials, energy and transportation, and the Company's ability to pass raw material, energy and transportation price increases and surcharges through to customers or otherwise manage these commodity pricing risks;
- costs of labor;
- work stoppages due to labor disputes;
- success of new product development, introduction and sales;
- consumer demand for products and changing consumer preferences;
- ability to be the low-cost global leader in customer-preferred packaging solutions within targeted segments;
- competitive pressures, including new product development, industry overcapacity, and changes in competitors' pricing for products;
- ability to maintain or increase productivity levels, contain or reduce costs, and maintain positive price/cost relationships;
- ability to improve margins and leverage cash flows and financial position;
- continued strength of our paperboard-based tubes and cores and composite can operations;
- ability to manage the mix of business to take advantage of growing markets while reducing cyclical effects of some of the Company's existing businesses on operating results;
- ability to maintain innovative technological market leadership and a reputation for quality;
- ability to profitably maintain and grow existing domestic and international business and market share;
- ability to expand geographically and win profitable new business;
- ability to identify and successfully close suitable acquisitions at the levels needed to meet growth targets, and successfully integrate newly acquired businesses into the Company's operations;
- the costs, timing and results of restructuring activities;
- availability of credit to us, our customers and suppliers in needed amounts and on reasonable terms;
- effects of our indebtedness on our cash flow and business activities;
- fluctuations in obligations and earnings of pension and postretirement benefit plans;
- accuracy of assumptions underlying projections of benefit plan obligations and payments, valuation of plan assets, and projections of long-term rates of return;
- cost of employee and retiree medical, health and life insurance benefits;
- resolution of income tax contingencies;
- foreign currency exchange rate fluctuations, interest rate and commodity price risk and the effectiveness of related hedges;
- changes in U.S. and foreign tax rates, and tax laws, regulations and interpretations thereof;
- accuracy in valuation of deferred tax assets;
- accuracy of assumptions underlying projections related to goodwill impairment testing, and accuracy of management's assessment of goodwill impairment;
- accuracy of assumptions underlying fair value measurements, accuracy of management's assessments of fair value and fluctuations in fair value;
- liability for and anticipated costs of environmental remediation actions;
- effects of environmental laws and regulations;
- operational disruptions at our major facilities;
- failure or disruptions in our information technologies;
- loss of consumer or investor confidence;
- ability to protect our intellectual property rights;
- actions of domestic or foreign government agencies and changes in laws and regulations affecting the Company;

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- international, national and local economic and market conditions and levels of unemployment; and
 - economic disruptions resulting from terrorist activities and natural disasters.

More information about the risks, uncertainties and assumptions that may cause actual results to differ materially from those expressed or forecasted in forward-looking statements is provided in Item 1A – “Risk Factors” and throughout other sections of this report and in other reports filed with the Securities and Exchange Commission. In light of these various risks, uncertainties and assumptions, the forward-looking events discussed in this Annual Report on Form 10-K might not occur.

The Company undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise. You are, however, advised to review any further disclosures we make on related subjects, and about new or additional risks, uncertainties and assumptions, in our future filings with the Securities and Exchange Commission on Forms 10-K, 10-Q and 8-K.

References to our website address

References to our website address and domain names throughout this Annual Report on Form 10-K are for informational purposes only, or to fulfill specific disclosure requirements of the Securities and Exchange Commission’s rules or the New York Stock Exchange Listing Standards. These references are not intended to, and do not, incorporate the contents of our websites by reference into this Annual Report on Form 10-K.

PART I

Item 1. Business

(a) General development of business –

The Company is a South Carolina corporation founded in Hartsville, South Carolina, in 1899 as the Southern Novelty Company. The name was subsequently changed to Sonoco Products Company (the “Company” or “Sonoco”). Sonoco is a manufacturer of industrial and consumer packaging products and a provider of packaging services, with 336 locations in 34 countries.

Information about the Company’s acquisitions, dispositions, joint ventures and restructuring activities is provided in Notes 3 and 4 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

(b) Financial information about segments –

The Company reports its financial results in four reportable segments – Consumer Packaging, Paper and Industrial Converted Products, Display and Packaging, and Protective Solutions. Information about the Company’s reportable segments is provided in Note 16 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Effective January 1, 2014, the Company began reporting Sonoco Alloyd, the Company’s retail packaging business and previously part of the Protective Solutions segment, as part of the Display and Packaging segment. This change reflects the evolving integration of these businesses, which enables them to better leverage the Company’s capabilities, products and services to provide complete solutions to our retail merchandising customers. Prior period results for the affected segments have been recast to reflect this change.

(c) Narrative description of business –

Products and Services – The following discussion outlines the principal products produced and services provided by the Company.

Consumer Packaging

The Consumer Packaging segment accounted for approximately 39%, 39% and 40% of the Company’s consolidated net sales in the years ended December 31, 2014, 2013 and 2012, respectively. The operations in this segment consist of 90 plants throughout the world. The products, services and markets of the Consumer Packaging segment are as follows:

Products and Services	Markets
Round composite cans, shaped rigid paperboard containers, fiber caulk/adhesive tubes, aluminum, steel and peelable membrane easy-open closures for composite and metal cans; plastic bottles, jars, jugs, cups and trays; printed flexible packaging, rotogravure cylinder engraving, global brand management	Snacks, nuts, cookies, crackers, hard-baked goods, desserts, candy, gum, frozen concentrate, powdered and liquid beverages, non-carbonated beverages, ready-to-drink products, powdered infant formula, coffee, refrigerated dough, frozen entrees, processed food, vegetables, fruit, seafood, poultry, soup, pasta, dairy, sauces, dips, fresh-cut produce, pet food, home and personal care, adhesives

Sonoco’s rigid packaging – paper-based products – is the Company’s second largest revenue-producing group of products and services, representing approximately 17% of consolidated net sales in each of the years ended December 31, 2014, 2013 and 2012.

Display and Packaging

The Display and Packaging segment accounted for approximately 13%, 13% and 12% of the Company’s consolidated net sales in the years ended December 31, 2014, 2013 and 2012, respectively. The operations in this segment consist of 27 plants around the world including the United States, Poland, Mexico, and Brazil. The products, services and markets of the Display and Packaging segment are as follows:

Products and Services	Markets
Point-of-purchase displays; custom packaging; retail packaging, including printed backer cards, thermoformed blisters and heat sealing equipment; fulfillment; primary package filling; supply chain management; paperboard specialties	Automotive, beverages, candy, electronics, personal care, baby care, food, cosmetics, fragrances, hosiery, office supplies, toys, home and garden, medical, over-the-counter drugs, sporting goods, hospitality industry, advertising

Paper and Industrial Converted Products

The Paper and Industrial Converted Products segment accounted for approximately 38% of the Company’s consolidated net sales in each of the years ended December 31, 2014, 2013 and 2012. This segment serves its markets through 183 plants on five continents. Sonoco’s paper operations provide the primary raw material for the Company’s fiber-based packaging. Sonoco uses approximately 56% of the paper it manufactures, and the remainder is sold to third parties. This vertical integration strategy is supported by 20 paper mills with 30 paper machines and 23 recycling facilities throughout the world. In 2014, Sonoco had the capacity to manufacture approximately 1.8 million tons of recycled paperboard. The products, services and markets of the Paper and Industrial Converted Products segment are as follows:

Products and Services	Markets
Recycled paperboard, chipboard, tubeboard, lightweight corestock, boxboard, linerboard, corrugating medium, specialty grades; paperboard tubes and cores, molded plugs, reels; collection, processing and recycling of old corrugated containers, paper, plastics, metal, glass and other recyclable materials	Converted paperboard products, spiral winders, beverage insulators, construction, film, flowable products, metal, paper mills, shipping and storage, tape and label, textiles, wire and cable, municipal, residential, customers’ manufacturing and distribution facilities

Sonoco’s tubes and core products are the Company’s largest revenue-producing group of products, representing approximately 23%, 24% and 24% of consolidated net sales in the years ended December 31, 2014, 2013 and 2012, respectively.

Protective Solutions

The Protective Solutions segment accounted for approximately 10% of the Company's consolidated net sales in each of the years ended December 31, 2014, 2013 and 2012. The products, services and markets of the Protective Solutions segment are as follows:

Products and Services	Markets
Custom-engineered, paperboard-based and expanded foam protective packaging and components; temperature-assured packaging	Consumer electronics, automotive, appliances, medical devices, temperature-sensitive pharmaceuticals and food, heating and air conditioning, office furnishings, fitness equipment, promotional and palletized distribution

Product Distribution – Each of the Company's operating units has its own sales staff, and maintains direct sales relationships with its customers. For those customers that buy from more than one business unit, the Company often assigns a single representative or team of specialists to handle that customer's needs. Some of the units have service staff at the manufacturing facility that interact directly with customers. The Paper and Industrial Converted Products segment also has a customer service center located in Hartsville, South Carolina, which is the main contact point between its North American business units and its customers. Divisional sales personnel also provide sales management, marketing and product development assistance as needed. Typically, product distribution is directly from the manufacturing plant to the customer, but in some cases, product is warehoused in a mutually advantageous location to be shipped to the customer as needed.

Raw Materials – The principal raw materials used by the Company are recovered paper, paperboard, steel, aluminum and plastic resins. Raw materials are purchased from a number of outside sources. The Company considers the supply and availability of raw materials to be adequate to meet its needs.

Patents, Trademarks and Related Contracts – Most inventions and product and process innovations are generated by Sonoco's development, marketing, and engineering staffs, and are important to the Company's internal growth. Patents have been granted on many inventions created by Sonoco staff in the United States and in many other countries. These patents are managed globally by a Sonoco intellectual capital management team through the Company's subsidiary, Sonoco Development, Inc. (SDI). SDI globally manages patents, trade secrets, confidentiality agreements and license agreements. Some patents have been licensed to other manufacturers. Sonoco also licenses a few patents from outside companies and universities. U.S. patents expire after about 20 years and patents on new innovations replace many of the abandoned or expired patents. A second intellectual capital subsidiary of Sonoco, SPC Resources, Inc., globally manages Sonoco's trademarks, service marks, copyrights and Internet domain names. Most of Sonoco's products are marketed worldwide under trademarks such as Sonoco®, SmartSeal®, Sonotube®, Sealclick®, Sonopost® and UltraSeal®. Sonoco's registered web domain names such as www.sonoco.com and www.sonotube.com provide information about Sonoco, its people and products. Trademarks and domain names are licensed to outside companies where appropriate.

Seasonality – The Company's operations are not seasonal to any significant degree, although the Consumer Packaging and Display and Packaging segments normally report slightly higher sales and operating profits in the second half of the year, when compared with the first half.

Working Capital Practices – The Company is not required to carry any significant amounts of inventory to meet customer requirements or to assure itself continuous allotment of goods.

Dependence on Customers – On an aggregate basis during 2014, the five largest customers in the Paper and Industrial Converted Products segment, the Consumer Packaging segment and the Protective Solutions segment accounted for approximately 6%, 31% and 20%, respectively, of each segment's net sales. The dependence on a few customers in the Display and Packaging segment is more significant, as the five largest customers in this segment accounted for approximately 48% of that segment's sales.

Sales to the Company's largest customer represented approximately 7% of consolidated revenues in 2014. This concentration of sales volume resulted in a corresponding concentration of credit, representing approximately 7% of the Company's consolidated trade accounts receivable at December 31, 2014. The Company's next largest customer comprised approximately 3% of the Company's consolidated revenues for the year ended December 31, 2014.

Backlog – Most customer orders are manufactured with a lead time of three weeks or less. Therefore, the amount of backlog orders at December 31, 2014, was not material. The Company expects all backlog orders at December 31, 2014, to be shipped during 2015.

Competition – The Company sells its products in highly competitive markets, which include paper, textile, film, food, chemical, packaging, construction, and wire and cable. All of these markets are influenced by the overall rate of economic activity and their behavior is principally driven by supply and demand. Because we operate in highly competitive markets, we regularly bid for new and continuing business. Losses and/or awards of business from our largest customers, customer changes to alternative forms of packaging, and the repricing of business, can have a significant effect on our operating results. The Company manufactures and sells many of its products globally. The Company, having operated internationally since 1923, considers its ability to serve its customers worldwide in a timely and consistent manner a competitive advantage. The Company also believes that its technological leadership, reputation for quality, and vertical integration are competitive advantages. Expansion of the Company's product lines and global presence is driven by the rapidly changing needs of its major customers, who demand high-quality, state-of-the-art, environmentally compatible packaging, wherever they choose to do business. It is important to be a low-cost producer in order to compete effectively. The Company is constantly focused on productivity improvements and other cost-reduction initiatives utilizing the latest in technology.

Research and Development – Company-sponsored research and development expenses totaled approximately \$24.2 million in 2014, \$20.1 million in 2013 and \$20.2 million in 2012. Customer-sponsored research and development expenses were not material in any of these periods. Significant projects in Sonoco's Consumer Packaging segment include a broad range of cost-reduction projects, high-value flexible packaging enhancements, rigid plastic containers technology and next-generation composite packaging. During 2014, the Paper and Industrial Converted Products segment continued to invest in efforts to design and develop new products for the construction industry and for the film and tape industries. In addition, efforts were focused on enhancing performance characteristics of

the Company's tubes and cores in the textile, film and paper packaging areas, as well as on projects aimed at enhancing productivity. Research and development projects in the Company's Protective Solutions segment were primarily focused on developing new temperature-assurance solutions for the pharmaceuticals market.

Compliance with Environmental Laws – Information regarding compliance with environmental laws is provided in Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption "Risk Management," and in Note 14 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Number of Employees – Sonoco had approximately 20,800 employees worldwide as of December 31, 2014.

(d) **Financial information about geographic areas** –

Financial information about geographic areas is provided in Note 16 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K, and in the information about market risk in Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations under the caption "Risk Management" of this Annual Report on Form 10-K.

(e) **Available information** –

The Company electronically files with the Securities and Exchange Commission (SEC) its annual reports on Form 10-K, its quarterly reports on Form 10-Q, its periodic reports on Form 8-K, and amendments to those reports filed or furnished pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "1934 Act"), and proxy materials pursuant to Section 14 of the 1934 Act. The SEC maintains a site on the Internet, www.sec.gov, that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Sonoco also makes its filings available, free of charge, through its website, www.sonoco.com, as soon as reasonably practical after the electronic filing of such material with the SEC.

Executive Officers of the Registrant –

Name	Age	Position and Business Experience for the Past Five Years
Executive Committee		
M. Jack Sanders	61	President and Chief Executive Officer since April 2013. Previously President and Chief Operating Officer December 2010-March 2013; Executive Vice President, Consumer January-December 2010; Executive Vice President, Industrial 2008-2010. Joined Sonoco in 1987.
Vicki B. Arthur	56	Vice President, Global Protective Solutions since April 2013. Previously Vice President, Protective Solutions, N.A. 2012-2013; Vice President Global Corporate Customers 2008-2012. Joined Sonoco in 1984.
R. Howard Coker	52	Vice President, Global Rigid Paper & Closures since February 2015. Group Vice President, Global Rigid Paper & Plastics 2013-2015. Previously Vice President, Global Rigid Paper & Closures 2011-2013; Vice President, Rigid Paper & Closures, N.A. 2009-2011; Division Vice President & General Manager, Rigid Paper & Closures, N.A. 2008-2009. Joined Sonoco in 1985.
John M. Colyer Jr.	54	Senior Vice President, Global Industrial Products & Protective Solutions since January 2013. Previously Vice President, Global Paper & Industrial Converted Products 2012-2013; Vice President, Global Industrial Converting 2010-2011; Vice President N.A. Converting 2009-2010; Vice President, Industrial Converting 2008-2009. Joined Sonoco in 1983.
Rodger D. Fuller	53	Vice President, Global Primary Materials Group since February 2015. Group Vice President, Paper & Industrial Converting N.A. 2013-2015. Previously Vice President, Global Rigid Plastics & Corporate Customers 2011-2013; Vice President, Global Rigid Paper & Plastics January-October 2011; Vice President, Global Rigid Paper & Closures 2008-2011. Joined Sonoco in 1985.
Allan H. McLeland	48	Vice President, Human Resources since January 2011. Previously Staff Vice President, Human Resources, Industrial 2010-2011; Director of Human Resources, Industrial 2009-2010. Joined Sonoco in 1993.
Marty F. Pignone	58	Vice President, Global Operations Support since February 2015. Vice President, Primary Materials Group N.A. 2012-2015. Previously Vice President, Global Operating Excellence 2011-2012; Vice President, Global Manufacturing, Industrial 2008-2011. Joined Sonoco in 1997.
Barry L. Saunders	55	Vice President and Chief Financial Officer since May 2011. Previously Vice President, & Corporate Controller & Chief Accounting Officer 2008-2011. Joined Sonoco in 1989.
Robert C. Tiede	56	Senior Vice President, Global Consumer Packaging & Services since January 2013. Previously Vice President, Global Flexible & Packaging Services 2009-2013; Vice President, Flexible Packaging & Services 2007-2009. Joined Sonoco in 2004.

Name	Age	Position and Business Experience for the Past Five Years
Other Corporate Officers		
Ritchie L. Bond	58	Vice President, Treasurer and Corporate Secretary since February 2011. Previously Staff Vice President, Treasurer & Corporate Secretary 2009-2011. Joined Sonoco in 2005.
James A. Harrell III	53	Vice President, Global Tubes & Cores Operations since February 2015. Vice President, Tubes & Cores N.A. 2012-2015. Previously Vice President, Industrial Converting Division N.A. 2010-2012; Division Vice President & General Manager, Industrial Converted Division 2009-2010; Division Vice President & General Manager, Paper, N.A. 2008-2009. Joined Sonoco in 1985.
Kevin P. Mahoney	59	Sr. Vice President, Corporate Planning since February 2011. Previously Vice President, Corporate Planning 2000-2011. Joined Sonoco in 1987.
Robert L. Puechl	59	Vice President, Global Flexibles since January 2011. Previously Vice President, Global Plastics 2010-2011; Division Vice President & General Manager, Global Plastics 2008-2010. Joined Sonoco in 1986.
Roger P. Schrum	59	Vice President, Investor Relations & Corporate Affairs since February 2009. Previously Staff Vice President, Investor Relations & Corporate Affairs 2005-2009. Joined Sonoco in 2005.
Marcy J. Thompson	53	Vice President, Marketing and Innovation since July 2013. Previously Vice President, Rigid Paper N.A. 2011-2013. Division Vice President & General Manager, Sonoco Recycling 2009-2011; Division Vice President & General Manager, Industrial Products Division, N.A. 2008-2009. Joined Sonoco in 2006.
Adam Wood	46	Vice President, Global Tubes & Cores since February 2015. Previously Vice President, Industrial Europe 2014-2015; Division VP/GM—Industrial Europe 2011-2014; Sales & Marketing Director 2007-2011. Joined Sonoco in 2003.

Item 1A. Risk factors

We are subject to risks and uncertainties that could adversely affect our business, consolidated financial condition, results of operations and cash flows, and the trading price of our securities. These factors could also cause our actual results to materially differ from the results contemplated by forward-looking statements we make in this report, in our other filings with the Securities and Exchange Commission, and in our public announcements. You should consider the risk factors described below, as well as other factors described elsewhere in this report and in our other filings with the Securities and Exchange Commission, in evaluating us, our business, and any investment in our securities. Although these are the most significant risk factors of which we are currently aware, they are not the only risk factors to which we are subject. Additional risk factors not currently known to us, or that we currently deem immaterial, could also adversely affect our business operations and financial results.

Challenging current and future global economic conditions have had, and may continue to have, a negative impact on our business operations and financial results.

Although our business is diversified across various markets and customers, because of the nature of our products and services, general economic downturns in the United States and globally can adversely affect our business operations and financial results. The current global economic challenges, including relatively high levels of unemployment, shrinking middle class incomes and slowing consumption, the difficulties of the United States and other countries in dealing with their rising debt levels, and currency fluctuations are likely to continue to put pressure on the economy, and on us. As we have experienced over the past several years, tightening of credit availability and/or financial difficulties, leading to declines in consumer and business confidence and spending, affect us, our customers, suppliers and distributors. When such conditions exist, customers may delay, decrease or cancel purchases from us, and may also delay payment or fail to pay us altogether. Suppliers may have difficulty filling our orders and distributors may have difficulty getting our products to market, which may affect our ability to meet customer demands, and result in loss of business. Weakened global economic conditions may also result in unfavorable changes in our product price/mix and lower profit margins. All of these factors may have a material adverse effect on us.

Our international operations subject us to various risks that could adversely affect our business operations and financial results.

We have operations throughout North and South America, Europe, Australia and Asia, with 336 facilities in 34 countries. In 2014, approximately 35% of consolidated sales came from operations and sales outside of the United States, and we expect to continue to expand our international operations in the future. Management of global operations is extremely complex, and operations in foreign countries are subject to additional risks that may not exist, or be as significant, in the United States. These additional risks may adversely affect our business operations and financial results, and include, without limitation:

- foreign currency exchange rate fluctuations and foreign currency exchange controls;
- hyperinflation and currency devaluation;
- possible limitations on conversion of foreign currencies into dollars or payment of dividends and other payments by non-U.S. subsidiaries;
- non-tariff barriers, duties, taxes or government royalties, including the imposition or increase of withholding and other taxes on remittances and other payments by non-U.S. subsidiaries;
- changes in tax laws, or the interpretation of such laws, affecting foreign tax credits or tax deductions relating to our non U.S. earnings or operations, and difficulties in repatriating cash generated or held by non-U.S. subsidiaries in a tax efficient manner;
- inconsistent product regulation or policy changes by foreign agencies or governments;
- difficulties in enforcement of contractual obligations and intellectual property rights;
- high social benefit costs for labor, including more expansive rights of foreign unions and work councils, and costs associated with restructuring activities;
- national and regional labor strikes;
- difficulties in staffing and managing international operations;
- geographic, language and cultural differences between personnel in different areas of the world;
- foreign governments' restrictive trade policies, and customs, import/export and other trade compliance regulations;
- compliance with and changes in applicable foreign laws;
- compliance with U.S. laws, including those affecting trade and foreign investment and the Foreign Corrupt Practices Act;
- loss or non-renewal of treaties between foreign governments and the U.S.;
- product boycotts, including with respect to products of our multi-national customers;
- increased costs of maintaining international manufacturing facilities and undertaking international marketing programs;
- difficulty in collecting international accounts receivable and potentially longer payment cycles;
- the potential for nationalization or expropriation of our enterprises or facilities without appropriate compensation; and
- political, social, legal and economic instability, civil unrest, war, catastrophic events, acts of terrorism, and widespread outbreaks of infectious diseases.

Raw materials, energy and other price increases or shortages may reduce our net income.

As a manufacturer, our sales and profitability are dependent on the availability and cost of raw materials, labor and other inputs. Most of the raw materials we use are purchased from third parties. Principal examples are recovered paper, steel, aluminum and resin. Prices and availability of these raw materials are subject to substantial fluctuations that are beyond our control due to factors such as changing economic conditions, currency and commodity price fluctuations, resource availability, transportation costs, weather conditions and natural disasters, political unrest and instability, and other factors impacting supply and demand pressures. Increases in costs can have an adverse effect on our business and financial results. Our performance depends, in part, on our ability to pass on cost increases to our customers by raising selling prices and/or offset the impact by improving productivity. Although many of our long-term contracts and non-contractual pricing arrangements with customers permit limited price adjustments to reflect increased raw material costs, such adjustments may not occur quickly enough, or

be sufficient to prevent a materially adverse effect on net income and cash flow. Furthermore, we may not be able to improve productivity or realize sufficient savings from our cost reduction initiatives to offset the impact of increased costs.

Some of our manufacturing operations require the use of substantial amounts of electricity and natural gas, which may be subject to significant price increases as the result of changes in overall supply and demand and the impacts of legislation and regulatory action. We forecast and monitor energy usage, and, from time to time, use commodity futures or swaps in an attempt to reduce the impact of energy price increases. However, we cannot guarantee success in these efforts, and we could suffer adverse effects to net income and cash flow should we be unable to either offset or pass higher energy costs through to our customers in a timely manner or at all.

Supply shortages or disruptions in our supply chains could affect our ability to obtain timely delivery of materials, equipment and supplies from our suppliers, and, in turn, adversely affect our ability to supply products to our customers. Such disruptions could have a material adverse effect on our business and financial results.

We may not be able to identify suitable acquisition candidates, which could limit our potential for growth.

We have made numerous acquisitions in recent years, and may actively seek new acquisitions that management believes will provide meaningful opportunities for growth. However, we may not be able to identify suitable acquisition candidates or complete acquisitions on acceptable terms and conditions. Other companies in our industries have similar investment and acquisition strategies to ours, and competition for acquisitions may intensify. If we are unable to identify acquisition candidates that meet our criteria, our potential for growth may be restricted.

We may encounter difficulties in integrating acquisitions, which could have an adverse impact on our financial condition and operating results.

Acquired businesses may not achieve the expected levels of revenue, profitability or productivity, or otherwise perform as expected, and acquisitions may involve significant cash expenditures, debt incurrence, operating losses, and expenses that could have a material adverse effect on our financial condition and operating results. Acquisitions also involve special risks, including, without limitation, the potential assumption of unanticipated liabilities and contingencies, and the challenges of effectively integrating acquired businesses. While management believes that acquisitions will improve our competitiveness and profitability, no assurance can be given that acquisitions will be successful or accretive to earnings. If actual performance in an acquisition falls significantly short of the projected results, or the assessment of the relevant facts and circumstances was inaccurate or changes, it is possible that a noncash impairment charge of any related goodwill would be required.

We may encounter difficulties restructuring operations or closing or disposing of facilities.

We are continuously seeking the most cost-effective means and structure to serve our customers and to respond to changes in our markets. Accordingly, from time to time, we have, and are likely to again close higher-cost facilities, sell non-core assets and otherwise restructure operations in an effort to improve cost competitiveness and profitability. As a result, restructuring and divestiture costs have been, and are expected to be, a recurring component of our operating costs, and may vary significantly from year to year depending on the scope of such activities. Divestitures and restructuring may also result in significant financial charges for the write-off or impairment of assets, including goodwill and other intangible assets. Furthermore, such activities may divert the attention of management, disrupt our ordinary operations, or result in a reduction in the volume of products produced and sold. There is no guarantee that any such activities will achieve our goals, and if we cannot successfully manage the associated risks, our financial position and results of operations could be adversely affected.

We face intense competition, and failure to compete effectively can have an adverse effect on our operating results.

We sell our products in highly competitive markets. We regularly bid for new and continuing business, and being a responsive, high-quality, low-cost producer is a key component of effective competition. The loss of business from our larger customers, customer changes to alternative forms of packaging, or renewal of business with less favorable terms can have a significant adverse effect on our operating results.

We are subject to costs and liabilities related to environmental, health and safety, and corporate social responsibility laws and regulations that could adversely affect operating results.

We must comply with extensive laws, rules and regulations in the United States and in each of the countries in which we do business regarding the environment, health and safety, and corporate social responsibility. Compliance with these laws and regulations can require significant expenditures of financial and employee resources.

Federal, state, provincial, foreign and local environmental requirements, including the Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), and particularly those relating to air, soil and water quality, handling, discharge, storage and disposal of a variety of substances, and climate change are significant factors in our business and generally increase our costs of operations. We may be found to have environmental liability for the costs of remediating soil or water that is, or was, contaminated by us or a third party at various sites that we now, or previously, owned, used or operated. Legal proceedings may result in the imposition of fines or penalties, as well as mandated remediation programs, that require substantial, and in some instances, unplanned capital expenditures.

We have incurred in the past, and may incur in the future, fines, penalties and legal costs relating to environmental matters, and costs relating to the damage of natural resources, lost property values and toxic tort claims. We have made expenditures to comply with environmental regulations and expect to make additional expenditures in the future. As of December 31, 2014, approximately \$59 million was reserved for environmental liabilities. Such reserves are established when it is considered probable that we have some liability. However, because the extent of potential environmental damage, and the extent of our liability for the damage, is usually difficult to assess and may only be ascertained over a long period of time, our actual liability in such cases may end up being substantially higher than the currently reserved amount. Accordingly, additional charges could be incurred that would have a material adverse effect on operating results and financial position.

Many of our products come into contact with the food and beverages they package, and therefore we are subject to risks and liabilities related to health and safety matters in connection with those products.

Recently adopted disclosure regulations relating to the use of "conflict minerals" sourced from the Democratic Republic of the Congo and adjoining countries could affect the sourcing, availability and cost of materials used in the manufacture of some of our products. We will also incur costs associated with supply chain due diligence, and, if applicable, potential changes to products, processes or sources of supply as a result of such due diligence. Because our supply chain is complex, we may also face reputation risk with our customers and other stakeholders if we are unable sufficiently to verify the origins of all such minerals used in our products.

Changes to laws and regulations dealing with environmental, health and safety, and corporate social responsibility issues are made or proposed with some frequency, and some of the proposals, if adopted, might, directly or indirectly, result in a material reduction in the operating results of one or more of our operating units. However, any such changes are uncertain, and we cannot predict the amount of additional capital expenditures or operating expenses that could be necessary for compliance.

Changes in pension plan assets or liabilities may reduce operating results and shareholders' equity.

We sponsor various defined benefit plans worldwide, and have an aggregate projected benefit obligation for these plans of approximately \$1.9 billion. The difference between defined benefit plan obligations and assets (the funded status of the plans) significantly affects the net periodic benefit costs and the ongoing funding requirements of the plans. Among other factors, changes in discount rates and lower-than-expected actual investment returns could substantially increase our future plan funding requirements and have a negative impact on our results of operations and cash flows. We have total assets of approximately \$1.4 billion funding a portion of the projected benefit obligations of the plans, which consist primarily of mutual funds, common stocks and debt securities and also include alternative investments such as interests in real estate funds and hedge funds. If the performance of these assets does not meet our assumptions or discount rates decline, the underfunding of the plans may increase and we may have to contribute additional funds to these plans, and our pension expense may increase, which could adversely affect operating results and shareholders' equity.

We may not be able to develop new products acceptable to the market.

For many of our businesses, organic growth depends on product innovation, new product development and timely response to constantly changing consumer demands and preferences. Sales of our products and services depend heavily on the volume of sales made by our customers to consumers. Consumer preferences for products and packaging formats are constantly changing based on, among other factors, cost, convenience, and health, environmental and social concerns and perceptions. Failure to develop new or better products in response to changing consumer preferences in a timely manner may hinder our growth potential and affect our competitive position, and adversely affect our business and results of operations.

We, or our customers, may not be able to obtain necessary credit or, if so, on reasonable terms.

We have outstanding \$0.9 billion of debentures. We also operate a \$350 million commercial paper program, supported by a five-year bank credit facility of an equal amount committed by a syndicate of eight banks until October 2019. If we were prevented from issuing commercial paper, we have the contractual right to draw funds directly on the underlying bank credit facility. We believe that the lenders have the ability to meet their obligations under the facility. However, if these obligations were not met, we may be forced to seek more costly or cumbersome forms of credit. Should such credit be unavailable for an extended time, it would significantly affect our ability to operate our business and execute our plans. In addition, our customers may experience liquidity problems as a result of a negative change in the economic environment, including the ability to obtain credit, that could limit their ability to purchase our products and services or satisfy their existing obligations.

Our credit ratings are important to our ability to issue commercial paper at favorable rates of interest. A downgrade in our credit rating could increase our cost of borrowing.

Certain of our debt agreements impose restrictions with respect to the maintenance of financial ratios and the disposition of assets. The most restrictive covenant currently requires us to maintain a minimum level of interest coverage, and a minimum level of net worth. Although we were substantially above these minimum levels at December 31, 2014, these restrictive covenants could adversely affect our ability to engage in certain business activities that would otherwise be in our best long-term interests.

Our indebtedness could adversely affect our cash flow, increase our vulnerability to economic conditions, and limit or restrict our business activities.

A significant portion of our cash flow must be used to service our indebtedness, and therefore is not available to be used in our business. Our ability to generate cash flow is subject to general economic, financial, competitive, legislative, regulatory, and other factors that may be beyond our control. Our indebtedness could have a significant impact on us, including, but not limited to:

- increasing our vulnerability to general adverse economic and industry conditions;
- requiring us to dedicate a significant portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, acquisitions and capital expenditures, and for other general corporate purposes;
- limiting our flexibility in planning for, or reacting to, changes in our business and our industry;
- restricting us from making strategic acquisitions or exploiting business opportunities; and
- limiting our ability to borrow additional funds.

Currency exchange rate fluctuations may reduce operating results and shareholders' equity.

Fluctuations in currency exchange rates can cause translation, transaction and other losses that can unpredictably and adversely affect our consolidated operating results. Our reporting currency is the U.S. dollar. However, as a result of operating globally, a portion of our consolidated net sales, costs, assets and liabilities, are denominated in currencies other than the U.S. dollar. In our con-

solidated financial statements, we translate the local currency financial results of our foreign operations into U.S. dollars based on their respective exchange rates. Depending on the direction, changes in those rates will either increase or decrease operating results and balances as reported in U.S. dollars. Although we monitor our exposures and, from time to time, may use forward currency contracts to hedge certain forecasted currency transactions or foreign currency denominated assets and liabilities, this does not insulate us completely from foreign currency fluctuations and exposes us to counterparty risk of nonperformance.

There are also ongoing concerns about the stability of the euro and its continued viability as a single European currency. If individual countries were to revert, or threaten to revert, to their former local currencies, euro-denominated assets could be significantly devalued. In addition, a dislocation or dissolution of the euro could cause significant volatility and disruption in the global economy, which could adversely impact our business, including the demand for our products, the availability and cost of supplies and materials and our ability to obtain financing at reasonable costs.

We rely on our information technology and its failure or disruption could disrupt our operations, compromise customer, employee, vendor and other Company data, and adversely affect our results of operations.

We rely on the successful and uninterrupted functioning of our information technologies to securely manage operations and various business functions, and we rely on various technologies to process, store and report information about our business, and to interact with customers, vendors and employees around the world. As with all large systems, our information technology systems may be susceptible to damage, disruption or shutdown due to power outages, failures during the process of upgrading or replacing software, hardware failures, computer viruses, cyber attacks, catastrophic events, telecommunications failures, user errors, unauthorized access, and malicious or accidental destruction of information or functionality. We also maintain and have access to sensitive, confidential or personal data or information that is subject to privacy and security laws, regulations and customer controls. Despite our efforts to protect such sensitive, confidential or personal data or information, our facilities and systems and those of our customers and third-party service providers may be vulnerable to security breaches, misplaced or lost data, and programming and/or user errors that could lead to the compromising of sensitive, confidential or personal data or information.

Information system damages, disruptions, shutdowns or compromises could result in production downtimes and operational disruptions, transaction errors, loss of customers and business opportunities, legal liability, regulatory fines, penalties or intervention, reputational damage, reimbursement or compensatory payments, and other costs, any of which could have a material adverse effect on our business, financial position and results of operations. Although we attempt to mitigate these risks by employing a number of measures, our systems, networks, products, and services remain potentially vulnerable to advanced and persistent threats.

We have a significant amount of goodwill and other intangible assets and a write down would negatively impact operating results and shareholders' equity.

At December 31, 2014, the carrying value of our goodwill and intangible assets was approximately \$1.5 billion. We are required to evaluate our goodwill amounts annually, or more frequently when evidence of potential impairment exists. The impairment test requires us to analyze a number of factors that require judgment. Future changes in the cost of capital, expected cash flows, changes in our business strategy, and external market conditions, among other factors, could require us to record an impairment charge for goodwill, which could lead to decreased assets and reduced net income. If a significant write down were required, the charge could have a material adverse effect on our operating results and shareholders' equity.

Our ability to attract, develop and retain talented executives, managers and employees is critical to our success.

Our ability to attract, develop and retain talented employees, including executives and other key managers, is important to our business. The experience and industry contacts of our management team and other key personnel significantly benefit us, and we need expertise like theirs to carry out our business strategies and plans. We also rely on the specialized knowledge and experience of certain key technical employees. The loss of these key officers and employees, or the failure to attract and develop talented new executives, managers and employees, could have a materially adverse effect on our business. Effective succession planning is also important to our long-term success, and failure to ensure effective transfer of knowledge and smooth transitions involving key officers and employees could hinder our strategic planning and execution.

Full realization of our deferred tax assets may be affected by a number of factors.

We have deferred tax assets, including U.S. and foreign operating loss carryforwards, capital loss carryforwards, employee and retiree benefit items, and other accruals not yet deductible for tax purposes. We have established valuation allowances to reduce those deferred tax assets to an amount that is more likely than not to be realized. Our ability to use these deferred tax assets depends in part upon our having future taxable income during the periods in which these temporary differences reverse or our ability to carry back any losses created by the deduction of these temporary differences. We expect to realize these assets over an extended period. However, if we were unable to generate sufficient future taxable income in the U.S. and certain foreign jurisdictions, or if there were a significant change in the time period within which the underlying temporary differences became taxable or deductible, we could be required to increase our valuation allowances against our deferred tax assets, which would increase our effective tax rate which could have a material adverse effect on our reported results of operations.

Our annual effective tax rate and the amount of taxes we pay can change materially as a result of changes in U.S. and foreign tax laws, changes in the mix of our U.S. and foreign earnings, adjustments to our estimates for the potential outcome of any uncertain tax issues, and audits by federal, state and foreign tax authorities.

As a large multinational corporation, we are subject to U.S. federal, state and local, and many foreign tax laws and regulations, all of which are extremely complex and subject to varying interpretations. Changes in these laws or regulations, or any change in the position of taxing authorities regarding their application, admin-

istration or interpretation, could have a material adverse effect on our business, consolidated financial condition or results of our operations.

Due to widely varying tax rates in the taxing jurisdictions applicable to our business, a change in income generation to higher taxing jurisdictions or away from lower taxing jurisdictions may also have an adverse effect on our financial condition and results of operations.

We make estimates of the potential outcome of uncertain tax issues based on our assessment of relevant risks and facts and circumstances existing at the time, and we use these assessments to determine the adequacy of our provision for income taxes and other tax-related accounts. These estimates are highly judgmental. Although we believe we adequately provide for any reasonably foreseeable outcome related to these matters, future results may include favorable or unfavorable adjustments to estimated tax liabilities, which may cause our effective tax rate to fluctuate significantly.

In addition, our income tax returns are subject to regular examination by domestic and foreign tax authorities. These taxing authorities may disagree with the positions we have taken or intend to take regarding the tax treatment or characterization of any of our transactions. If any tax authorities were successfully to challenge the tax treatment or characterization of any of our transactions, it could have a material adverse effect on our business, consolidated financial condition or results of our operations.

The loss of a key customer, or a reduction in its production requirements could have a significant adverse impact on our sales and profitability.

Each of our segments has large customers, and the loss of any of these could have a significant adverse effect on the segment's sales and, depending on the magnitude of the loss, our results of operations and financial condition. Although a majority of our customer contracts are long-term, they are terminable under certain circumstances, such as our failure to meet quality, volume, or pricing requirements, and there is no assurance that existing customer relationships will be renewed at the same level of production, or at all, at the end of the contract term. Furthermore, although no one customer accounted for more than 10% of our net sales in 2014, 2013 or 2012, the loss of any of our major customers, a reduction in their purchasing levels or an adverse change in the terms of supply agreements with these customers could reduce our net sales and net income. Continued consolidation of our customers could exacerbate any such loss.

Continuing consolidation of our customer base and suppliers may intensify pricing pressure.

Like us, many of our larger customers have acquired companies with similar or complementary product lines, and many of our customers have been acquired. Additionally, many of our suppliers of raw materials are consolidating. This consolidation of customers and suppliers has increased the concentration of our business with our largest customers, and in some cases, increased pricing pressures. Similarly, consolidation of our larger suppliers has resulted in increased pricing pressures from our suppliers. Further consolidation of customers and suppliers could intensify pricing pressure and reduce our net sales and operating results.

Challenges to, or the loss of our intellectual property rights could have an adverse impact on our ability to compete effectively.

Our ability to compete effectively depends, in part, on our ability to protect and maintain the proprietary nature of our owned and licensed intellectual property. We own a large number of patents on our products, aspects of our products, methods of use and/or methods of manufacturing, and we own, or have licenses to use, all of the material trademark and trade name rights used in connection with the packaging, marketing and distribution of our major products. We also rely on trade secrets, know-how and other unpatented proprietary technology. We attempt to protect and restrict access to our intellectual property and proprietary information by relying on the patent, trademark, copyright and trade secret laws of the U.S. and other countries, as well as non-disclosure agreements. However, it may be possible for a third party to obtain our information without our authorization, independently develop similar technologies, or breach a non-disclosure agreement entered into with us. Furthermore, many of the countries in which we operate do not have intellectual property laws that protect proprietary rights as fully as do laws in the U.S. The use of our intellectual property by someone else without our authorization could reduce or eliminate certain of our competitive advantages, cause us to lose sales or otherwise harm our business. The costs associated with protecting our intellectual property rights could also adversely impact our business.

In addition, we are from time to time subject to claims from third parties suggesting that we may be infringing on their intellectual property rights. If we were held liable for infringement, we could be required to pay damages, obtain licenses or cease making or selling certain products.

Intellectual property litigation, which could result in substantial cost to us and divert the attention of management, may be necessary to protect our trade secrets or proprietary technology or for us to defend against claimed infringement of the rights of others and to determine the scope and validity of others' proprietary rights. We may not prevail in any such litigation, and if we are unsuccessful, we may not be able to obtain any necessary licenses on reasonable terms or at all. Failure to protect our patents, trademarks and other intellectual property rights may have a material adverse effect on our business, consolidated financial condition or results of operations.

Material disruptions in our business operations could negatively affect our financial results.

Although we take measures to minimize the risks of disruption at our facilities, we may nonetheless from time to time encounter an unforeseen material operational disruption in one of our major facilities, which could negatively impact production and our financial results. Such a disruption could occur as a result of any number of events including but not limited to a major equipment failure, labor stoppages, transportation failures affecting the supply and shipment of materials, disruptions at our suppliers, fire, severe weather conditions and disruptions in utility services. These types of disruptions could materially adversely affect our earnings to varying degrees depending upon the facility, the duration of the disruption, our ability to shift business to another facility or find alternative sources of materials or energy. Any losses due to these events may not be covered by our existing insurance policies or may be subject to certain deductibles.

Item 1B. Unresolved staff comments

There are no unresolved written comments from the SEC staff regarding the Company's periodic or current 1934 Act reports.

Item 2. Properties

The Company's corporate offices are owned and operated in Hartsville, South Carolina. There are 98 owned and 75 leased facilities used by operations in the Paper and Industrial Converted Products segment, 35 owned and 55 leased facilities used by operations in the Consumer Packaging segment, 9 owned and 18 leased facilities used by operations in the Display and Packaging segment, and 9 owned and 27 leased facilities used by the Protective Solutions segment. Europe, the most significant foreign geographic region in which the Company operates, has 65 manufacturing locations.

Item 3. Legal proceedings

The Company has been named as a potentially responsible party (PRP) at several environmentally contaminated sites not owned by the Company. All of the sites are also the responsibility of other parties. The Company's liability, if any, is shared with such other parties, but the Company's share has not been finally determined in most cases. In some cases, the Company has cost-sharing agreements with other PRPs with respect to a particular site. Such agreements relate to the sharing of legal defense costs or cleanup costs, or both. The Company has assumed, for purposes of estimating amounts to be accrued, that the other parties to such cost-sharing agreements will perform as agreed. It appears that final resolution of some of the sites is years away, and actual costs to be incurred for these environmental matters in future periods is likely to vary from current estimates because of the inherent uncertainties in evaluating environmental exposures. Accordingly, the ultimate cost to the Company with respect to such sites, beyond what has been accrued as of December 31, 2014, cannot be determined. As of December 31, 2014 and 2013, the Company had accrued \$59.3 million and \$73.0 million, respectively, related to environmental contingencies. The Company periodically re-evaluates the assumptions used in determining the appropriate reserves for environmental matters as additional information becomes available and, when warranted, makes appropriate adjustments.

Fox River

The Company believes the environmental issues regarding the Fox River, which are discussed in some detail below, currently represent the Company's greatest loss exposure for alleged environmental liability. The Company also believes that all of its exposure to such liability for the Fox River is contained within its wholly owned subsidiary, U.S. Paper Mills Corp. (U.S. Mills).

The extent of U.S. Mills' potential liability remains subject to many uncertainties. The Company periodically re-evaluates U.S. Mills' potential liability and the appropriate reserves based on information available to it. U.S. Mills' eventual liability, which may be paid out over several years, will depend on a number of factors. In general, the most significant factors include: (1) the total remediation costs for the sites for which U.S. Mills is found to have liability and the share of such costs U.S. Mills is required to bear; (2) the total natural resource damages for such sites and the share of such costs U.S. Mills is required to bear; and (3) U.S. Mills' costs to defend itself in this matter.

The Site

During the fourth quarter of 2005, the U.S. Environmental Protection Agency (EPA) notified U.S. Mills that U.S. Mills and NCR Corporation (NCR), an unrelated party, would be jointly held responsible to undertake a program to remove and dispose of certain PCB-contaminated sediments at a particular site on the lower Fox River in Wisconsin (the "Site") which is now labeled by the EPA as Phase 1. U.S. Mills and NCR reached an agreement between themselves that each would fund 50% of the costs of remediation of the Site. The Company acquired U.S. Mills in 2001, and the alleged contamination predates the acquisition. Because the discharges of hazardous materials into the environment occurred before the Company acquired U.S. Mills, and U.S. Mills has been operated as a separate subsidiary of the Company, the Company does not believe that it bears financial responsibility for these legacy environmental liabilities of U.S. Mills.

Operating Units 2 – 5

In February 2007, the EPA and Wisconsin Department of Natural Resources (WDNR) issued a general notice of potential liability under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) and a request to participate in remedial action implementation negotiations relating to a stretch of the lower Fox River, including the bay at Green Bay (Operating Units 2 – 5), to eight potentially responsible parties, including U.S. Mills. Operating Units 2 – 5 include, but also comprise a vastly larger area than, the Site. On November 13, 2007, the EPA issued a unilateral Administrative Order for Remedial Action pursuant to Section 106 of CERCLA. The order requires U.S. Mills and the seven other respondents jointly to take various actions to clean up Operating Units 2 – 5.

Pending lawsuits

On June 12, 2008, NCR and Appleton Papers, Inc. (API), as plaintiffs, commenced suit in the United States District Court for the Eastern District of Wisconsin (No. 8-CV-16-WCG) against U.S. Mills, as one of a number of defendants, seeking a declaratory judgment allocating among all the parties the costs and damages associated with the pollution and cleanup of Operating Units 2 – 5. The suit also seeks damages from the defendants for amounts already spent by the plaintiffs, natural resource damages, and future amounts to be spent by all parties with regard to the pollution and cleanup of Operating Units 2 – 5. On December 16, 2009, the court issued an order which concluded that, under the equities of the case, NCR and API were not entitled to any contribution from U.S. Mills and other defendants, thereby granting the defendants' motions for summary judgment and denying the plaintiffs' motions for summary judgment. Subsequent to the December 2009 ruling, U.S. Mills and other defendants made motions to have the court rule that, on the same basis as the December 2009 ruling, NCR would be responsible for any costs that U.S. Mills and the other defendants might incur or have incurred—past, present and future. These motions have been granted by the court. The orders in this case were appealed to the United States Court of Appeals for the Seventh Circuit (7th Circuit). The 7th Circuit has remanded the case to the District Court for reconsideration.

On October 14, 2010, the EPA and WDNR filed suit against NCR, API (now named Appvion), U.S. Mills and nine other defendants in the United States District Court for the Eastern District of Wisconsin

(District Court) (No. 10-CV-910-WCG) pursuant to Sections 106 and 107 of CERCLA. The plaintiffs seek to recover unreimbursed costs incurred for activities undertaken in response to the release and threatened release of hazardous substances from facilities at or near Operating Units 2 – 5 as well as damages for injury to, loss of, and destruction of natural resources resulting from such releases. The plaintiffs also seek a ruling that the defendants are liable for future response costs of the plaintiffs and requiring the defendants to comply with the unilateral Administrative Order for Remedial Action discussed above and in prior filings. On March 26, 2014, U.S. Mills and five other defendants reached a conditional agreement with the EPA and WDNR to settle various issues in the litigation related to Operating Units 2 – 5. U.S. Mills' portion of the proposed settlement is \$14.7 million. The settlement was approved by the District Court on February 6, 2015, but the approval is subject to being, and is expected to be, appealed. The deadline for filing appeals is March 9, 2015. The terms of the settlement will protect U.S. Mills from contribution claims under Section 106 of CERCLA, but not from claims by Appvion under Section 107. U.S. Mills plans to continue to defend its interests in pending lawsuits related to Operating Units 2 – 5 vigorously.

Since 2007, the Company has expensed a total of \$78.5 million for potential liabilities associated with Operating Units 2 – 5 (including \$17.7 million for remediation at the Site) and through December 31, 2014, has spent a total of \$40.7 million including \$14.5 million for remediation, \$14.7 million for the funding of the proposed settlement with the EPA and WDNR, and \$11.5 million for all other costs, primarily legal fees, leaving a reserve of \$37.8 million remaining at December 31, 2014 for potential liabilities associated with Operating Units 2 – 5 (including the Site). However, the actual costs associated with the cleanup of Operating Units 2 – 5 are dependent upon many factors and it is possible that remediation costs could be higher than the current estimate. Because of the continuing uncertainties in the estimated costs of remediation and continuing uncertainties surrounding U.S. Mills' allocable share, including a potentially favorable resolution, the Company cannot currently estimate its potential liability, damages or range of potential loss, if any, beyond the amounts accrued and the resolution of these matters could have an adverse effect on the Company's financial position, results of operations or cash flows. As noted above, the Company believes that the maximum additional exposure to its consolidated financial position beyond what has been reserved as of December 31, 2014 is limited to the equity position of U.S. Mills, which was approximately \$100 million at December 31, 2014. However, if the approved settlement ultimately survives the expected appeal, and the Appvion claim is substantially narrowed, a significant portion of the \$37.8 million accrued as of December 31, 2014 may be reversed resulting in the recognition of a gain in the Company's Consolidated Financial Statements.

The actual costs associated with the cleanup are dependent upon many factors, and it is reasonably possible that total remediation costs could be higher than the current estimates of project costs, which range from \$390 million to more than \$600 million for Operating Units 2 – 5 (including the Site). Some, or all, of any costs incurred by U.S. Mills may be subject to recoupment from other parties, but no amounts have been recognized in the financial statements of the Company for any such potential recoveries. Given the stages of remediation, it is possible there could be some additional changes to some elements of the reserve within the next year or thereafter, although that is difficult to predict.

In addition to its potential liability for Operating Units 2 – 5, U.S. Mills may have a contingent liability to Menasha Corporation to indemnify it for any amount for which it may be held liable in excess of its insurance coverage for any environmental liabilities of a plant on Operating Unit 1 that U.S. Mills purchased from Menasha. Due to the uncertainty of Menasha's liability and the extent of their insurance coverage as well as any defenses that may be asserted to any such claim, U.S. Mills has not established a reserve for this contingency.

Rockton, Illinois

On September 15, 2014, the Village of Rockton, Illinois instituted 81 actions against the Company in the Circuit Court for the Seventeenth Judicial Circuit, Winnebago, Illinois. Each action seeks to assess penalties of up to \$750 per day since December 2, 2007 for violations of one of three sections of the Municipal Code that: (a) require lots or premises to be maintained in a safe and sanitary condition at all times; (b) make it unlawful for any substance which shall be dangerous or detrimental to health to be allowed to exist in connection with any business, be used therein or used in any work or labor carried on in the Village and prohibit any health menace be permitted to exist in connection with business or in connection with any such work or labor; and (c) make it unlawful for any ashes, rubbish, tin cans and all combustibles to be deposited or dumped upon any lot or land in the Village, and require that they be deposited or dumped in the area set aside for that purpose. The actions relate to a paper plant in the Village closed by the Company in 2008 that the Company is in the process of remediating through the Illinois Environmental Protection Agency's "brownfields" program. The Company has removed the cases to the United States District Court for the Northern District of Illinois (Civil Action No. 14-cv-50228) and plans to vigorously defend its interests while continuing to participate in the "brownfields" program.

Other legal matters

Additional information regarding legal proceedings is provided in Note 14 to the Consolidated Financial Statements of this Annual Report on Form 10-K.

Item 4. Mine safety disclosures

Not applicable.

PART II

Item 5. Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities

The Company's common stock is traded on the New York Stock Exchange under the stock symbol "SON." As of December 31, 2014, there were approximately 69,700 shareholder accounts. Information required by Item 201(d) of Regulation S-K can be found in Part III, Item 12 of this Annual Report on Form 10-K. The following table indicates the high and low sales prices of the Company's common stock for each full quarterly period within the last two years as reported on the New York Stock Exchange, as well as cash dividends declared per common share:

	High	Low	Cash Dividends
2014			
First Quarter	\$43.75	\$39.52	\$0.31
Second Quarter	\$44.00	\$40.20	\$0.32
Third Quarter	\$44.65	\$38.82	\$0.32
Fourth Quarter	\$44.69	\$35.64	\$0.32
2013			
First Quarter	\$35.05	\$29.75	\$0.30
Second Quarter	\$35.93	\$32.03	\$0.31
Third Quarter	\$39.80	\$34.65	\$0.31
Fourth Quarter	\$41.82	\$37.85	\$0.31

The Company made the following purchases of its securities during the fourth quarter of 2014:

Issuer purchases of equity securities

Period	(a) Total Number of Shares Purchased ¹	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs ²	(d) Maximum Number of Shares that May Yet be Purchased under the Plans or Programs ²
9/29/14 – 11/02/14	284,116	\$39.62	284,000	3,494,882
11/03/14 – 11/30/14	402,125	\$41.03	379,900	3,114,982
12/01/14 – 12/31/14	264,228	\$42.82	247,482	2,867,500
Total	950,469	\$41.10	911,382	2,867,500

¹ A total of 39,087 common shares were repurchased in the fourth quarter of 2014 related to shares withheld to satisfy employee tax withholding obligations in association with the exercise of certain share-based compensation awards. These shares were not repurchased as part of a publicly announced plan or program.

² On April 19, 2006, the Company's Board of Directors authorized the repurchase of up to 5,000,000 shares of the Company's common stock. This authorization rescinded all previous existing authorizations and does not have a specific expiration date. A total of 132,500 shares were repurchased under this authorization in 2013 at a cost of \$5.1 million. During 2014, an additional 2,000,000 shares were repurchased at a cost of \$82.4 million. At December 31, 2014, a total of 2,867,500 shares remain available for repurchase under this authorization.

The Company did not make any unregistered sales of its securities during 2014.

Item 6. Selected financial data

The following table sets forth the Company's selected consolidated financial information for the past five years. The information presented below should be read together with Management's Discussion and Analysis of Financial Condition and Results of Operations included in Item 7 of this Annual Report on Form 10-K and the Company's historical Consolidated Financial Statements and the Notes thereto included in Item 8 of this Annual Report on Form 10-K. The selected statement of income data and balance sheet data are derived from the Company's Consolidated Financial Statements.

(Dollars and shares in thousands except per share data)	Years ended December 31				
	2014	2013	2012	2011	2010
Operating Results					
Net sales	\$5,014,534	\$4,848,092	\$4,786,129	\$4,498,932	\$4,124,121
Cost of sales and operating expenses	4,600,231	4,461,759	4,406,212	4,139,626	3,761,945
Restructuring/Asset impairment charges	22,792	25,038	32,858	36,826	23,999
Interest expense	55,140	59,913	64,114	41,832	37,413
Interest income	(2,749)	(3,187)	(4,129)	(3,758)	(2,307)
Loss from the early extinguishment of debt	—	—	—	—	48,617
Income before income taxes	339,120	304,569	287,074	284,406	254,454
Provision for income taxes	108,922	96,203	103,759	78,423	64,485
Equity in earnings of affiliates, net of tax	(9,886)	(12,029)	(12,805)	(12,061)	(11,505)
Net income	240,084	220,395	196,120	218,044	201,474
Net (income) attributable to noncontrolling interests	(919)	(1,282)	(110)	(527)	(421)
Net income attributable to Sonoco	\$ 239,165	\$ 219,113	\$ 196,010	\$ 217,517	\$ 201,053
Per common share					
Net income attributable to Sonoco:					
Basic	\$ 2.34	\$ 2.14	\$ 1.93	\$ 2.15	\$ 1.98
Diluted	2.32	2.12	1.91	2.13	1.96
Cash dividends	1.27	1.23	1.19	1.15	1.11
Weighted average common shares outstanding:					
Basic	102,215	102,577	101,804	101,071	101,599
Diluted	103,172	103,248	102,573	102,173	102,543
Actual common shares outstanding at December 31	100,603	102,147	100,847	100,211	100,510
Financial Position					
Net working capital	\$ 484,838	\$ 511,249	\$ 455,661	\$ 467,958	\$ 376,867
Property, plant and equipment, net	1,148,607	1,021,920	1,034,906	1,013,622	944,136
Total assets	4,209,996	3,979,291	4,176,065	3,992,799	3,281,014
Long-term debt	1,200,885	946,257	1,099,454	1,232,966	603,941
Total debt	1,253,165	981,458	1,373,062	1,286,632	620,890
Total equity	1,522,775	1,723,325	1,503,214	1,425,408	1,507,693
Current ratio	1.5	1.6	1.4	1.6	1.5
Total debt to total capital ¹	45.1%	36.3%	47.7%	47.4%	29.2%

1 Calculated as total debt divided by the sum of total debt and total equity.

Item 7. Management's discussion and analysis of financial condition and results of operations

General overview

Sonoco is a leading manufacturer of consumer, industrial and protective packaging products and provider of packaging services with 336 locations in 34 countries. The Company's operations are organized, managed and reported in four segments, Consumer Packaging, Display and Packaging, Paper and Industrial Converted Products, and Protective Solutions. Effective January 1, 2014, the Company began reporting Sonoco Alloyd, the Company's retail packaging business and previously part of the Protective Solutions segment, as part of the Display and Packaging segment. This change reflects the evolving integration of these businesses, which enables them to better leverage the Company's capabilities, products and services to provide complete solutions to our retail merchandising customers.

Generally, the Company serves two broad end-use markets, consumer and industrial, which, period to period can exhibit different economic characteristics from each other. Geographically, approximately 66% of sales were generated in the United States, 17% in Europe, 6% in Canada and 11% in other regions.

The Company is a market-share leader in many of its product lines, particularly in tubes, cores and composite containers. Competition in most of the Company's businesses is intense. Demand for the Company's products and services is primarily driven by the overall level of consumer consumption of non-durable goods; however, certain product and service groups are tied more directly to durable goods, such as appliances, automobiles and construction. The businesses that supply and/or service consumer product companies have tended to be, on a relative basis, more recession resistant than those that service industrial markets.

Financially, the Company's objective is to deliver average annual double-digit total returns to shareholders over time. To meet that target, the Company focuses on three major areas: driving profitable sales growth, improving margins and leveraging the Company's strong cash flow and financial position. Operationally, the Company's goal is to be the acknowledged leader in high-quality, innovative, value-creating packaging solutions within targeted customer market segments.

Over the next three to four years, the Company aspires to grow sales to between \$5.5 and \$6.0 billion, increase base earnings per share, on average, by 8% to 10% per year and increase return on net assets employed to 11%, or more. Achieving these goals will be difficult in the current low-growth environment. The Company's plan for achieving these goals includes organic sales growth, including new product development and expansion in emerging international markets, strategic acquisitions, and margin enhancement through more effective organizational design, indirect spend management, and improved manufacturing productivity, supply chain and back office support processes.

Use of Non-GAAP financial measures

To assess and communicate the financial performance of the Company, Sonoco management uses, both internally and externally, certain financial performance measures that are not in conformance with generally accepted accounting principles ("non-GAAP" financial measures). These non-GAAP financial measures reflect the Company's GAAP operating results adjusted to remove amounts relating to restructuring initiatives, asset impairment charges, environmental charges, acquisition-related costs, excess property insurance recoveries, and certain other items, if any, the exclusion of which management believes improves the period-to-period comparability and analysis of the underlying financial performance of the business. The adjusted non-GAAP results are identified using the term "base," for example, "base earnings."

The Company's base financial performance measures are not in accordance with, nor an alternative for, measures conforming to generally accepted accounting principles and may be different from non-GAAP measures used by other companies. The Company uses the non-GAAP "base" performance measures presented herein for internal planning and forecasting purposes, to evaluate its ongoing operations, and to evaluate the ultimate performance of management and each business unit against plan/forecast.

Reconciliations of GAAP to base results are presented on pages 21 and 22 in conjunction with management's discussion and analysis of the Company's results of operations. Whenever reviewing a non-GAAP financial measure, readers are encouraged to review the related reconciliation to fully understand how it differs from the related GAAP measure.

2014 overview and 2015 outlook

Sonoco delivered on many of its financial and operational objectives in 2014 and made good progress in its effort to re-envision the Company to achieve future accelerated growth. The Company achieved record sales and gross profits and completed a major acquisition late in the year that significantly expands the Company's international presence. The year started out slowly as unusually severe winter weather disrupted normal operations and significantly impacted first-quarter sales. However, results for the rest of the year were markedly better and annual operating results reflect a balanced mix of higher volume, an over-all positive price / cost relationship and solid manufacturing productivity improvements as well as lower year-over-year pension and post retirement expenses. As a result, Sonoco's base earnings grew 10.3 percent over 2013 levels and gross profit margins improved to 18.4 percent from 18.0 percent.

Also during the year, we made good progress strategically aligning our diversified organization to facilitate the design and delivery of 360-degree Customized Solutions™ to our customers. The intent of this strategy is to grow the business by leveraging the Company's broad range of capabilities in conceptualization, design, creation, testing, prototyping, manufacturing, supply chain integration, marketing, graphics management and sustainability services and support to provide customers the ability, in one stop, to efficiently construct a complete solution that best fits their needs. Late in the year, we completed a detailed assessment our processes, systems and organization and have identified a series of meaningful changes we will be implementing over the course of 2015 aimed at better leveraging existing capabilities, driving efficiencies, and optimizing business performance.

Key expectations for 2014 were that overall volumes would increase by around 2.0%, price/cost would be relatively flat, and productivity would be strong enough to more than offset inflation in labor and other costs. Company-wide volume was up in line with expectations and although increases in labor and other costs exceeded moderately strong productivity gains the impact was more than offset by the overall positive price/cost relationship.

Pension and postretirement benefit expenses were significantly lower in 2014. The aggregate unfunded position of the Company's various defined benefit plans increased from \$270 million at

December 31, 2013, to \$454 million at the end of 2014. This increase was largely driven by the impact of lower discount rates and newly issued mortality tables, partially offset by contributions to the plans totaling \$54 million.

The effective tax rate on GAAP earnings was one half of a percentage point higher than the prior year while the rate on base earnings was three tenths of a percentage point higher than in 2013. The effective tax rate on base earnings ended the year approximately two and one half percentage points lower than beginning of the year expectations due to the mix of earnings among tax jurisdictions and favorable changes in uncertain tax positions.

The Company generated \$418 million in cash from operations during 2014, compared with \$538 million in 2013. The majority of the year-over-year decrease is attributable to more of a normal increase in the amount of cash used to fund working capital, higher pension contributions and income tax payments, and the funding of a proposed settlement of environmental claims and related litigation. Cash flow from operations is expected to be approximately \$500 million in 2015.

Outlook

Entering 2015, the Company continues to be cautious regarding the future pace and sustainability of the global economic recovery. Forecasts for a continued strengthening of the dollar, if realized, will create pressure on reported earnings. In 2015, management will be focused on successfully integrating the recent acquisition of Weidenhammer Packaging Group, continuing its work to re-envision the Company and implementing the changes referred to above, while selectively pursuing opportunities to grow its businesses. The majority of the Company's targeted growth projects fall within its Consumer Packaging and Protective Solutions segments and emerging markets. The Weidenhammer acquisition is expected to contribute approximately \$.09 per share of incremental diluted earnings per share in 2015.

Management expects 2015 overall volume, excluding acquisitions, to increase approximately 2%, reflecting its assumption that the economic recovery will continue at a modest pace. However, volume in the Protective Solutions segment is expected to increase more than 5% driven largely by new and expanded business in the automotive and life science markets. Price/cost is expected to be relatively flat with average prices paid for both recovered paper and steel tinplate expected to remain largely unchanged from 2014 levels; prices for plastic resins and film, energy and freight are projected to be somewhat lower, reflecting a benefit from lower oil and natural gas prices. Manufacturing productivity is expected to be strong enough to offset most of the increase expected in labor and other costs, including higher pension and post retirement expense. As a result, management is projecting overall margins for gross profit and base EBIT to remain in line with 2014.

Management's outlook for 2015 reflects a \$13 million increase in pension and postretirement benefit plan expenses due largely to lower discount rates and newly issued mortality tables. Total contributions to the Company's domestic and international pension and postretirement plans are expected to be approximately \$36 million.

Net interest expense is expected to increase approximately \$2.6 million due to the term loan entered into to fund the Weidenhammer acquisition. The consolidated effective tax rate on base earnings is expected to be approximately 32% in 2015 compared with 31.5% in 2014.

In 2015, the Company will begin undertaking efforts aimed at realigning elements of its management and operating support structures in order to both improve effectiveness and reduce ongoing costs. Management expects this work to occur in stages over the course of the year and possibly extend into 2016. Although the scope and nature of these efforts are not yet fully defined, the Company expects to incur severance and other implementation costs related to the resulting changes. Once complete, the Company is targeting to achieve an annualized reduction in the overall cost structure of between \$25 million and \$30 million.

Acquisitions and joint ventures

The Company completed two acquisitions during 2014 at an aggregate cost of \$334.1 million in cash. The most significant of these was the October 31, 2014, acquisition of the privately held Weidenhammer Packaging Group ("Weidenhammer"), a manufacturer of composite cans, drums, and luxury tubes, as well as rigid plastic containers using thin-walled injection molding technology with in-mold labeling. Markets served include processed foods, powdered beverages, tobacco, confectionery, personal care, pet food, pharmaceuticals, and home and garden products. Headquartered in Hockenheim, Germany, Weidenhammer has approximately 1,100 employees and operates 13 production facilities, including five in Germany, along with individual plants in Belgium, France, the Netherlands, the United Kingdom, the United States, Chile, Greece, and Russia. Total consideration paid for Weidenhammer was approximately \$355.3 million, including cash of \$323.2 million, and debt and other liabilities assumed totaling \$32.1 million. Final consideration will be subject to adjustment for the change in working capital to the date of closing. The acquisition was funded with proceeds from a new three-year \$250 million term loan, along with existing cash on hand. On May 2, 2014, the Company completed the acquisition of Dalton Paper Products, Inc., a manufacturer of tubes and cores, for a net cash cost of \$11.3 million. The acquisition consisted of a single manufacturing facility located in Dalton, Georgia. Also during 2014, the Company received cash totaling \$0.3 million in connection with the final working capital settlement related to a 2013 acquisition.

The Company completed three acquisitions during 2013 at an aggregate cost of \$4.0 million in cash. These acquisitions consisted of Imagelinx, a global brand artwork management business in the United Kingdom, a small tube and core business in Australia, and a small recycling broker in the United States. The all-cash purchase price of Imagelinx, including the cost of paying off various obligations, was \$3.0 million. The aggregate all-cash purchase prices for the other businesses was \$1.0 million. Also during 2013, the Company purchased a minority ownership in a small paper recycling business in Finland. The all cash cost of this investment was \$3.6 million.

During 2012, the Company paid an additional \$0.5 million in cash to complete its November 2011 acquisition of Tegrant Holding Corporation. The payment was for changes in working capital levels to the date of the closing. No other acquisitions were completed during 2012.

The Company has accounted for these acquisitions as purchases and, accordingly, has included their results of operations in the Company's consolidated statements of net income from the respective dates of acquisition.

See Note 3 to the Consolidated Financial Statements for further information about acquisition activities.

Restructuring and asset impairment charges

Due to its geographic footprint (336 locations in 34 countries) and the cost-competitive nature of its businesses, the Company is constantly seeking the most cost-effective means and structure to serve its customers and to respond to fundamental changes in its markets. As such, restructuring costs have been and are expected to be a recurring component of the Company's operating costs. The amount of these costs can vary significantly from year to year depending upon the scope and location of the restructuring activities.

The following table recaps the impact of restructuring and asset impairment charges on the Company's net income for the periods presented (dollars in thousands):

	Year Ended December 31		
	2014	2013	2012
Exit costs:			
2014 Actions	\$ 12,161		
2013 Actions	2,593	11,572	
2012 and Earlier Actions	(101)	5,228	24,431
Asset impairments:	8,139	8,238	8,427
Total restructuring/asset impairment charges	\$ 22,792	\$ 25,038	\$ 32,858
Income tax benefit	(5,732)	(6,774)	(9,836)
Equity method investments, net of tax	—	—	22
Impact of noncontrolling interests, net of tax	(52)	2	116
Total impact of restructuring/asset impairment charges, net of tax	\$ 17,008	\$ 18,266	\$ 23,160

During 2014, the Company announced the closures of a tube and core plant in Canada; a molded foam plant in the United States and a temperature-assured packaging plant in the United States; and two recycling facilities—one in the United States and one in Brazil. The Company also recognized exit costs and asset impairment charges as the result of halting the planned start up of a rigid paper facility in Europe following the acquisition of Weidenhammer Packaging Group. In addition to these actions, the Company continued to realign its cost structure, resulting in the elimination of approximately 125 positions.

During 2013, the Company announced the closures of a thermoforming operation in Ireland, a rigid paper packaging plant in the United States, a small tube and core operation in Europe, and a fulfillment service center in the United States. The Company also sold a small corrugated box operation in the United States and realigned its cost structure resulting in the elimination of approximately 120 positions.

During 2012, the Company announced the closures of a paper mill in Germany and a paperboard-based protective packaging operation in the United States. In addition, the Company continued its manufacturing rationalization efforts in its blow-molding businesses, including the previously announced closure of a facility in Canada, and realigned its cost structure resulting in the elimination of approximately 165 positions.

The Company expects to recognize future additional costs totaling approximately \$1.1 million in connection with previously announced restructuring actions. The Company believes that the majority of these charges will be incurred and paid by the end of 2015. As noted above, the Company regularly evaluates its cost structure, including its manufacturing capacity, and additional restructuring actions may be undertaken. Restructuring and asset impairment charges are subject to significant fluctuations from period to period due to the varying levels of restructuring activity and the inherent imprecision in the estimates used to recognize the impairment of assets and the wide variety of costs and taxes associated with severance and termination benefits in the countries in which the Company operates.

See Note 4 to the Consolidated Financial Statements for further information about restructuring activities and asset impairment charges.

Reconciliations of GAAP to non-GAAP financial measures

The following tables reconcile the Company's non-GAAP financial measures to their most directly comparable GAAP financial measures for each of the years presented:

For the year ended December 31, 2014

Dollars and shares in thousands, except per share data	GAAP	Restructuring/ Asset Impairment	Acquisition Related Cost	Tax Related Adjustments & Other(1)	Base
Income before interest and income taxes	\$391,511	\$22,792	\$9,221	\$(2,568)	\$420,956
Interest expense, net	52,391	—	—	—	52,391
Income before income taxes	\$339,120	\$22,792	\$9,221	\$(2,568)	\$368,565
Provision for income taxes	108,922	5,732	722	787	116,163
Income before equity in earnings of affiliates	\$230,198	\$17,060	\$8,499	\$(3,355)	\$252,402
Equity in earnings of affiliates, net of tax	9,886	—	—	—	9,886
Net income	\$240,084	\$17,060	\$8,499	\$(3,355)	\$262,288
Less: Net (income)/loss attributable to noncontrolling interests, net of tax	(919)	(52)	—	533	(438)
Net income attributable to Sonoco	\$239,165	\$17,008	\$8,499	\$(2,822)	\$261,850
Per diluted common share	\$ 2.32	\$ 0.16	\$ 0.08	\$ (0.03)	\$ 2.54

(1) Consists of excess property insurance settlement gains on a facility in Thailand damaged by a flood in 2011 totaling \$2,568 pretax (\$2,006 after tax) and other non-base income tax benefits totaling \$1,349.

For the year ended December 31, 2013

Dollars and shares in thousands, except per share data	GAAP	Restructuring/ Asset Impairment	Acquisition Related Cost	Tax Related Adjustments & Other(2)	Base
Income before interest and income taxes	\$361,295	\$25,038	\$484	\$(703)	\$386,114
Interest expense, net	56,726	—	—	—	56,726
Income before income taxes	\$304,569	\$25,038	\$484	\$(703)	\$329,388
Provision for income taxes	96,203	6,774	139	(462)	102,654
Income before equity in earnings of affiliates	\$208,366	\$18,264	\$345	\$(241)	\$226,734
Equity in earnings of affiliates, net of tax	12,029	—	—	—	12,029
Net income	\$220,395	\$18,264	\$345	\$(241)	\$238,763
Less: Net (income)/loss attributable to noncontrolling interests, net of tax	(1,282)	2	—	—	(1,280)
Net income attributable to Sonoco	\$219,113	\$18,266	\$345	\$(241)	\$237,483
Per diluted common share	\$ 2.12	\$ 0.18	\$ —	\$ —	\$ 2.30

(2) Consists primarily of excess property insurance settlement gains totaling \$916 pretax (\$689 after tax) on a facility in Thailand damaged by a flood in 2011, partially offset by the impact of the February 2013 devaluation of the Venezuelan bolivar fuerte, and additional tax expense of \$279 associated with the repatriation of cash completed in 2013.

For the year ended December 31, 2012

Dollars and shares in thousands, except per share data	GAAP	Restructuring/ Asset Impairment	Acquisition Related Cost	Tax Related Adjustments & Other ⁽³⁾	Base
Income before interest and income taxes	\$347,059	\$32,858	\$311	\$ (4,800)	\$375,428
Interest expense, net	59,985	—	—	—	59,985
Income before income taxes	\$287,074	\$32,858	\$311	\$ (4,800)	\$315,443
Provision for income taxes	103,759	9,836	99	(12,302)	101,392
Income before equity in earnings of affiliates	\$183,315	\$23,022	\$212	\$ 7,502	\$214,051
Equity in earnings of affiliates, net of tax	12,805	22	—	—	12,827
Net income	\$196,120	\$23,044	\$212	\$ 7,502	\$226,878
Less: Net (income)/loss attributable to noncontrolling interests, net of tax	(110)	116	—	—	6
Net income attributable to Sonoco	\$196,010	\$23,160	\$212	\$ 7,502	\$226,884
Per diluted common share	\$ 1.91	\$ 0.22	\$ —	\$ 0.08	\$ 2.21

(3) Consists primarily of excess property insurance settlement gains totaling \$4,800 pretax (\$3,289 after tax) on a facility destroyed by fire in 2010 and a facility in Thailand damaged by a flood in 2011, and additional tax expense of \$11,744 associated with a planned repatriation of cash.

Results of operations – 2014 versus 2013

For 2014, net income attributable to Sonoco was \$239.2 million (\$2.32 per diluted share), compared with \$219.1 million (\$2.12 per diluted share) for 2013. Current year earnings were negatively impacted by after-tax charges of \$22.7 million consisting of restructuring costs, asset impairment charges, acquisition expenses, and acquisition inventory step-up costs, partially offset by excess property insurance proceeds.

Net income in 2013 was negatively impacted by after-tax restructuring and other charges of \$18.4 million, net of gains from property sales and excess property insurance recoveries.

Base earnings in 2014 were \$261.9 million (\$2.54 per diluted share), compared with \$237.5 million (\$2.30 per diluted share) in 2013. This 10.3 percent increase in base earnings was the result of manufacturing productivity improvements, a positive price/cost relationship, volume growth, proceeds from a legal settlement, acquisitions and lower pension expense. These favorable factors were partially offset by higher labor, maintenance, management incentive and other operating costs.

The consolidated effective tax rate was 32.1%, compared with 31.6% in 2013 and the effective tax rate on base earnings was 31.5%, compared with 31.2% in 2013.

Consolidated net sales for 2014 were \$5.0 billion, a \$166 million, or 3.4%, increase from 2013.

The components of the sales change were:

(\$ in millions)	
Volume/Mix	\$ 98
Selling price	27
Acquisitions/Divestitures	100
Currency exchange rate/Other	(59)
Total sales increase	\$ 166

Total volume was up in all of the Company's segments. For the most part, price changes for the Company's products are driven by changes in the underlying product costs. Of the selling price gains, approximately 50% came in Paper and Industrial Converted Products, primarily driven by increases in South America and Europe. The majority of the remaining gains came in the Consumer Packaging segment, primarily reflecting price changes to pass through higher resin, film and other costs. Total domestic sales were \$3.3 billion, up 1.7% from 2013 levels. International sales were \$1.7 billion, up 7.0% from 2013 with most of the increase coming in Europe which was largely driven by the Weidenhammer acquisition.

Costs and expenses/margins

Cost of sales was up \$118.6 million in 2014, or 3.0%, from the prior year primarily driven by higher volume and the impact of acquisitions. This was less than the 3.4% increase in sales reflecting the benefits of higher volume, improved productivity and lower pension and post retirement expense, as well as the ability in 2014 for most of our businesses to increase prices in line with or somewhat more than the increases in the direct costs of materials, energy and freight. Partially offsetting these benefits were higher labor and other costs. As a result, gross profit margins improved year over year to 18.4% from 18.0% in the prior year. In our industrial businesses, lower average market prices for recovered paper in the U.S. were largely offset by increases in Europe and South America, while Consumer Packaging was negatively impacted by higher resin, tinplate steel and other costs.

In 2014, aggregate pension and postretirement plan expenses decreased \$21.5 million to \$40.4 million, versus \$61.9 million in 2013. Approximately 75% of these expenses are reflected in cost of sales, with the balance in selling, general and administrative expenses. The lower expense was primarily the result of lower amortization of actuarial losses due to higher discount rates at the end of 2013.

Selling, general and administrative expenses increased \$19.8 million, or 4.1%, and were 10.1% of sales compared to 10.0% of sales in 2013. The dollar increase was driven primarily by the impact of acquisitions, higher incentive costs, wage and general inflation and higher volume-driven costs such as commissions. Partially offsetting these increases were the lower pension expense and proceeds received during the year from a legal settlement. Base earnings before interest and income taxes were 8.4% of sales in 2014 com-

pared to 8.0% in 2013, driven by the improved gross profit margins discussed above.

Restructuring and restructuring related asset impairment charges totaled \$22.8 million and \$25.0 million in 2014 and 2013, respectively. Additional information regarding restructuring actions and impairments is provided in Note 4 to the Company's Consolidated Financial Statements.

Research and development costs, all of which were charged to expense, were \$24.2 million in 2014 and \$20.1 million in 2013. Management expects research and development spending in 2015 to remain in line with 2014.

Net interest expense totaled \$52.4 million for the year ended December 31, 2014, compared with \$56.7 million in 2013. The decrease was due primarily to lower average debt levels.

Reportable segments

The Company reports its financial results in four reportable segments – Consumer Packaging, Display and Packaging, Paper and Industrial Converted Products, and Protective Solutions. Effective January 1, 2014, the Company began reporting Sonoco Alloyd, the Company's retail packaging business and previously part of the Protective Solutions segment, as part of the Display and Packaging segment. This change reflects the evolving integration of these businesses, which enables them to better leverage the Company's capabilities, products and services to provide complete solutions to our retail merchandising customers. Prior period results for the affected segments have been recast to reflect this change.

Consolidated operating profits, also referred to as "Income before interest and income taxes" on the Consolidated Statements of Income, are comprised of the following:

(\$ in millions)	2014	2013	% Change
Segment operating profit			
Consumer Packaging	\$ 199.4	\$ 187.1	6.6%
Display and Packaging	25.3	20.8	21.5%
Paper and Industrial Converted Products	162.3	138.1	17.5%
Protective Solutions	34.0	40.1	(15.2)%
Restructuring/Asset impairment charges	(22.8)	(25.0)	(9.0)%
Acquisition-related costs	(9.2)	(0.5)	1,805.2%
Property insurance gains	2.6	0.7	265.3%
Consolidated operating profits	\$ 391.5	\$ 361.3	8.4%

Segment results viewed by Company management to evaluate segment performance do not include restructuring charges, asset impairment charges, acquisition-related charges, specifically identified tax adjustments, and certain other items, if any, the exclusion of which the Company believes improves comparability and analysis. Accordingly, the term "segment operating profits" is defined as the segment's portion of "Income before interest and income taxes" excluding those items. General corporate expenses, with the exception of restructuring charges, asset impairment charges, acquisition-related charges, net interest expense and income taxes, have been allocated as operating costs to each of the Company's reportable segments.

See Note 16 to the Company's Consolidated Financial Statements for more information on reportable segments.

Consumer Packaging

(\$ in millions)	2014	2013	% Change
Trade sales	\$ 1,962.9	\$ 1,893.5	3.7%
Segment operating profits	199.4	187.1	6.6%
Depreciation, depletion and amortization	75.8	74.1	2.2%
Capital spending	63.1	48.8	29.4%

Sales increased year over year primarily due to the acquisition of Weidenhammer in November 2014 and higher volume in flexible packaging and plastic containers, partially offset by lower volume in composite cans. The volume gain in flexible packaging was driven largely by the expanded use of pouches in the shelf stable foods market and volume increases in the cookies and crackers market. Plastic containers saw growth in both the personal care and food market segments while composite can volume was off largely due to the continued decline in the frozen concentrate market, product specific shifts by consumers in portion/package style preferences, and sales opportunities lost to the severe winter weather in 2014. Selling prices were mixed, but slightly higher for the segment as whole. Most of the price gain came in plastic containers as a result of passing through higher resin costs. The impact of translation due to a stronger US dollar reduced reported segment trade sales by approximately \$13 million. Domestic sales were approximately \$1,496 million, up 1.3%, or \$19 million, from 2013, while international sales were approximately \$467 million, up 12.0%, or \$50 million, from 2013.

Segment operating profits increased by \$12.3 million year over year and operating profit margins increased to 10.2% from 9.9% in 2013. The increase in segment operating profits was largely driven by strong manufacturing cost productivity improvements, a positive price/cost relationship and lower pension expense. These benefits were partially offset by inflation in labor and other costs, the impact of foreign currency translation and higher management incentive expense. The most significant driver of the improvement in segment operating profits was widespread manufacturing productivity gains that were achieved across the segment. Despite lower volume, the Company's thermoformed plastics business saw a significant year-over-year increase in operating profits due to productivity improvements and reduced fixed costs.

Significant capital spending in the Consumer Packaging segment included numerous productivity projects and the start up of new rigid paper manufacturing facilities in Asia.

Display and Packaging

(\$ in millions)	2014	2013	% Change
Trade sales	\$664.4	\$625.0	6.3%
Segment operating profits	25.3	20.8	21.5%
Depreciation, depletion and amortization	17.0	18.0	(5.6)%
Capital spending	9.4	7.4	27.1%

Trade sales were up \$39.4 million year over year, reflecting volume growth in the Company's U.S. display and packaging and international contract packaging operations partially offset by foreign currency translation. Both domestic and international sales benefited from organic growth with existing customers while higher volumes in international display and packaging also reflect new business. Domestic sales increased \$7 million, or 2.4%, to \$293 million, while international sales increased \$32 million, or 9.4%, to \$371 million.

The increase in segment operating profit was driven by the higher sales volume and manufacturing productivity, partially offset by higher fixed costs incurred to support new business and international growth.

To the extent not offset by new business, the Company estimates that Display and Packaging trade sales could decline in 2015 by as much as ten percent due to a combination of volume, price and unfavorable foreign exchange rate translation. However, due to mix, the Company expects that the relative impact on segment operating profits would be less than the impact on sales.

Capital spending in the segment included numerous productivity and customer development projects in the United States and capacity expansion in Poland.

Paper and Industrial Converted Products

(\$ in millions)	2014	2013	% Change
Trade sales	\$ 1,902.4	\$ 1,858.9	2.3%
Segment operating profits	162.3	138.1	17.5%
Depreciation, depletion and amortization	83.1	82.4	0.8%
Capital spending	73.6	88.6	(16.8)%

Although the 2014 average market costs for recovered paper in the U.S. were lower year over year, resulting in lower selling prices, average sales prices for the segment as a whole were up. Selling prices were higher in Brazil and the Andean region, primarily due to overall inflation, and were up in Europe due to the pass through of higher material costs in international markets. Volume was mixed across the segment, but gains in Europe and Asia more than offset weakness in reels and North America tubes and cores. Volume was up in Europe due to a combination of market share gains and regional expansion while Asia was up due largely to the continuing economic recovery in Thailand and growth in China. Volume in reels decreased on lower demand for steel reels used in both on- and off-shore applications in the oil and gas industry. The impact of translation due to a stronger US dollar reduced reported segment trade sales by approximately \$27 million. Total domestic sales in the segment increased \$26 million, or 2.4%, to \$1,090 million while international sales increased \$17 million, or 2.1%, to \$812 million.

Segment operating profit increased year over year as a positive price/cost relationship, improved manufacturing productivity and a net increase in volume were only partially offset by higher labor, incentives, and other costs. Lower pension and post retirement costs also contributed to the improvement as did proceeds from a legal settlement. Most of the operating profit gains occurred in North American and European paper, tubes and cores, although our Brazilian and Andean operations also showed good year over year improvements.

Significant capital spending in the segment included the modification of several paper machines, primarily in North America, Canada and Europe, and numerous productivity projects. Capital spending is net of tax credits received on energy generation equipment of \$3.8 million and \$21.9 million in 2014 and 2013, respectively.

Protective Solutions

(\$ in millions)	2014	2013	% Change
Trade sales	\$484.8	\$470.7	3.0%
Operating profits	34.0	40.1	(15.2)%
Depreciation, depletion and amortization	22.8	23.1	(1.2)%
Capital spending	22.2	15.9	39.8%

Sales increased year over year primarily due to higher volume driven by increased demand and/or new contracts in the automotive, temperature-assurance, industrial and appliance packaging product lines.

Segment operating profit decreased year over year as the volume improvements were more than offset by an unfavorable price/cost relationship and increases in labor, overhead and other costs.

Domestic sales were \$407 million in 2014, essentially unchanged from 2013, while international sales increased \$12 million, or 18.0%, to \$78 million.

Capital spending in the segment included the start up of a new manufacturing facility in the United States and numerous productivity and customer development projects.

Financial position, liquidity and capital resources

Cash flow

Operating activities

Cash flow from operations totaled \$417.9 million in 2014 and \$538.0 million in 2013, a year-over-year decrease of \$120.1 million. Higher year-over-year net income increased operating cash flows by \$19.7 million, while lower pension and postretirement non-cash expenses and higher pension and postretirement cash contributions resulted in a combined year-over-year decrease in operating cash flows of \$45.4 million. Changes in working capital levels also contributed significantly to the year-over-year reduction in operating cash flows. Higher trade accounts receivable balances created a \$52.5 million year-over-year use of cash. The higher trade receivables were the result of greater levels of business activity in the latter part of 2014 compared with the latter part of 2013. Decreases in inventory provided \$7.4 million of operating cash flow in 2014, compared with using \$32.8 million of cash in 2013, a year-over-year increase in operating cash flows of \$40.2 million. The provision of cash in 2014 was a result of lower year-over-year inventory levels at December 31, 2014, resulting from inventory reduction initiatives in place at that time. In addition, some of the Company's businesses increased raw material inventory levels at the end of 2013 to take advantage of favorable raw material pricing. Accounts payable provided \$25.6 million of cash in 2014 compared with a \$65.9 million provision of cash in 2013, a year-over-year decrease in operating cash flows of \$40.3 million. Higher trade accounts payable balances at the end of 2014 were related to the increased business activity in the latter part of 2014 compared with the same period in 2013. The change in the Fox River environmental

reserves reflects higher year-over-year cash payments of \$12.5 million, stemming from the \$14.7 million funding of a proposed settlement in 2014. The negative impact on operating cash flow from cash paid for taxes was \$26.8 million higher in 2014 than in 2013 due to higher pretax income, less excess tax over book depreciation primarily due to the biomass boiler project completed in 2013, and a reduction in the amount of currently deductible stock compensation expense due to fewer vested distributions occurring in 2014.

Cash flow from operations totaled \$538.0 million in 2013 and \$403.9 million in 2012, a year-over-year increase of \$134.1 million. Higher year-over-year net income and non-cash pension and postretirement plan expenses increased operating cash flows by \$33.4 million, while lower year-over-year pension and postretirement plan contributions accounted for an additional increase of \$33.1 million. Changes in working capital levels also had a significant effect on year-over-year cash flows. Trade accounts receivable provided \$1.0 million less cash in 2013 compared with 2012 as the level of business activity in the latter part of each year was relatively similar. Inventory increased in 2013 using \$32.8 million of cash, compared with providing \$16.2 million of cash in 2012, a year-over-year decrease in operating cash flows of \$49.0 million. During the fourth quarter of 2013, some of the Company's businesses increased raw material inventory levels to take advantage of favorable raw material pricing and/or built inventories in preparation for expected first-quarter demand, whereas the provision of cash in 2012 was a result of lower year-over-year inventory levels at December 31, 2012 resulting from inventory reduction initiatives in place at that time. Accounts payable provided \$65.9 million of cash in 2013 compared with a \$16.0 million use of cash in 2012, a year-over-year increase in operating cash flows of \$81.9 million. Accounts payable increases during 2013 were directly related to the inventory purchases in the fourth quarter and a lower year-over-year decrease in business activity during the fourth quarter in some of our businesses. Changes in Deferred Taxes provided \$37.2 million of cash in 2013 compared with \$19.0 million in 2012. This year-over-year change of \$18.2 million resulted primarily from an increase in the exercise and distribution of vested share-based compensation awards and the benefit of accelerated depreciation on the new biomass boiler in Hartsville, South Carolina, and other fixed assets placed into service in 2013.

Investing activities

Cash flow used by investing activities was \$507.4 million in 2014, compared with \$169.5 million in 2013. Cash used for acquisitions was \$330.1 million higher in 2014 than 2013 as the Company acquired two businesses for a total cash cost of \$334.1 million in 2014, including \$323.2 million to acquire the Weidenhammer Packaging Group on October 31, 2014. Acquisition spending in 2013 totaled only \$4.0 million. Capital spending was \$177.1 million in 2014, compared with \$172.4 million in 2013, an increase of \$4.6 million. Capital spending is expected to total approximately \$220 million in 2015, net of expected proceeds from dispositions.

Cash flow used by investing activities was \$169.5 million in 2013, compared with \$183.4 million in 2012. Capital spending was \$172.4 million in 2013, compared with \$214.9 million in 2012, a decrease of \$42.5 million, due largely to the December 2013 completion of the biomass boiler project at our Hartsville manufacturing complex and the receipt of federal tax credit incentives related to the project which reduced our net cash outlay by \$21.9 million. The favorable impact of the lower capital spending was partially offset by a \$21.5 million year-over-year decrease in proceeds from the sale of assets as the prior year included proceeds from the sale of several facilities that had been closed as part of restructuring initiatives and insurance proceeds from casualty losses. Cash paid for acquisitions totaled \$4.0 million in 2013 versus \$0.5 million paid in the prior year. In addition, the Company paid \$3.6 million in 2013 for a minority interest in a European recycling business.

Financing activities

Net cash provided by financing activities totaled \$39.5 million in 2014, compared with a \$515.1 million use in 2013, an increased provision of cash of \$554.6 million. Net debt borrowings provided \$245.2 million of cash in 2014, compared with net debt repayments using \$388.4 million of cash in 2013, representing an increase in the net provision of cash of \$633.6 million. The 2014 borrowings consisted primarily of a new \$250 million three-year term loan used to partially fund the acquisition of the Weidenhammer Packaging Group on October 31, 2014. A portion of the debt repayments in 2013 were funded by the repatriation of approximately \$260 million of cash from the Company's foreign subsidiaries. This cash was used to pay off the \$135 million balance of a term loan entered into in November 2011 to fund the Tegrant acquisition and the remainder was used to pay down commercial paper. In addition, the Company utilized \$117.7 million of cash on hand to fund the repayment of its 6.5% debentures upon their maturity in November 2013. Cash dividends increased 3.2% to \$128.8 million in 2014 compared to \$124.8 million in 2013. Net proceeds from the exercise of stock awards totaled \$5.4 million in 2014, compared with \$15.8 million in 2013, and the excess tax benefit of share-based compensation totaled \$4.1 million in 2014, compared with \$12.5 million in 2013. In addition, Sonoco acquired 2.1 million shares of its common stock in 2014 at a cost of \$87.8 million, compared with 0.7 million shares in 2013 at a cost of \$27.2 million. Two million of the shares purchased in 2014 were done so under a previously announced share repurchase authorization.

Net cash used by financing activities totaled \$515.1 million in 2013, compared with \$27.4 million in 2012, an increased use of cash of \$487.7 million. Net debt repayments used \$388.4 million of cash in 2013, compared with net debt borrowings having provided \$85.7 million of cash in 2012, an increased use of cash of \$474.1 million. As noted above, the Company repatriated approximately \$260 million of cash from its foreign subsidiaries in 2013, using the proceeds to pay off debt. In addition the Company utilized \$117.7 million of cash on hand to fund the repayment of its 6.5% debentures upon their maturity in November 2013. Cash dividends increased 4.2% to \$124.8 million in 2013 compared to \$119.8 million in 2012. Net proceeds from the exercise of stock awards totaled \$15.8 million in 2013, compared with \$9.7 million in 2012, and the excess tax benefit of share-based compensation totaled \$12.5 million in 2013, compared with \$2.7 million in 2012. Additionally, shares acquired used \$27.2 million of cash in 2013 compared to \$4.2 million in 2012. The change resulted from a year-over-year increase in exercises of stock awards and \$5.1 million used in 2013 to repurchase shares under an outstanding authorization.

Current assets increased year over year by \$11.8 million to \$1,390.2 million at December 31, 2014, and current liabilities increased by \$38.2 million to \$905.5 million, largely as the result of the assets acquired and liabilities assumed in the Weidenhammer acquisition. The Company's current ratio decreased slightly to 1.54 at December 31, 2014 from 1.59 at December 31, 2013.

Contractual obligations

The following table summarizes contractual obligations at December 31, 2014:

(\$ in millions)	Total	2015	Payments Due In			Uncertain
			2016-2017	2018-2019	Beyond 2019	
Debt obligations	\$1,253.2	\$ 52.3	\$333.0	\$ 3.2	\$ 864.7	\$ —
Interest payments ¹	976.7	50.5	94.4	92.3	739.5	—
Operating leases	170.4	45.8	64.1	34.7	25.8	—
Income tax contingencies ²	20.2	1.5	—	—	—	18.7
Purchase obligations ³	245.6	73.6	125.3	33.6	13.1	—
Total contractual obligations⁴	\$2,666.1	\$223.7	\$616.8	\$163.8	\$1,643.1	\$18.7

¹ Includes interest payments on outstanding fixed-rate, long-term debt obligations, as well as financing fees on the backstop line of credit.

² Due to the nature of this obligation, the Company is unable to estimate the timing of the cash outflows. Includes gross unrecognized tax benefits of \$26.0, plus accrued interest associated with the unrecognized tax benefit of \$2.8, adjusted for the deferred tax benefit associated with the future deduction of unrecognized tax benefits and the accrued interest of \$7.6 and \$1.0, respectively.

³ Includes only long-term contractual commitments. (Does not include short-term obligations for the purchase of goods and services used in the ordinary course of business.)

⁴ Excludes potential cash funding requirements of the Company's retirement plans and retiree health and life insurance plans.

Capital resources

The Company's cash balances are held in numerous locations throughout the world. At December 31, 2014 and 2013, approximately \$118.5 million and \$163.4 million, respectively, of the Company's reported cash and cash equivalents balances of \$161.2 million and \$217.6 million, respectively, were held outside of the United States by its foreign subsidiaries. Cash held outside of the United States is available to meet local liquidity needs, or for capital expenditures, acquisitions, and other offshore growth opportunities. Under current law, cash repatriated to the U.S. is subject to federal income taxes, less applicable foreign tax credits. As the Company enjoys ample domestic liquidity through a combination of operating cash flow generation and access to bank and capital markets borrowings, we have generally considered our offshore cash balances to be indefinitely invested outside the United States and, accordingly, had not provided for U.S. federal tax liability on these amounts for financial reporting purposes. The Company currently has no plans to repatriate cash balances held outside the United States. However, if any such balances were to be repatriated, additional U.S. federal income tax payments could result. Computation of the potential deferred tax liability associated with unremitted earnings deemed to be indefinitely reinvested is not practicable. The Company utilizes a variety of tax planning and financing strategies to ensure that our worldwide cash is available in the locations where it is needed.

Under Internal Revenue Service rules, U.S. corporations may borrow funds from foreign subsidiaries for up to 30 days without unfavorable tax consequences. The Company has utilized these rules at various times in prior years to temporarily access offshore cash in lieu of issuing commercial paper. The Company did not access any offshore cash under these rules in 2014. However, depending on its immediate offshore cash needs, the Company may choose to access such funds again in the future as allowed under the rules.

The Company operates a \$350 million commercial paper program, supported by a committed revolving bank credit facility of the same amount. In October 2014, the Company entered into a new credit agreement with a syndicate of eight banks for that revolving facility, together with a new \$250 million three-year term loan. The revolving bank credit facility is committed through October 2019. If circumstances were to prevent the Company from issuing commercial paper, it has the contractual right to draw funds directly on the underlying revolving bank credit facility. The Company had no outstanding commercial paper at December 31, 2014 or 2013.

The Company's total debt at December 31, 2014, was \$1,253 million, a year-over-year increase of \$272 million stemming primarily from the drawing of the new \$250 million three-year term loan. The proceeds from this borrowing, along with existing cash on hand, were used to fund the acquisition of Weidenhammer Packaging Group on October 31, 2014.

The Company uses a notional pooling arrangement with an international bank to help manage global liquidity requirements. Under this pooling arrangement, the Company and its participating subsidiaries may maintain either a cash deposit or borrowing position through local currency accounts with the bank, so long as the aggregate position of the global pool is a notional calculated net cash deposit. Because it maintains a security interest in the cash deposits, and has the right to offset the cash deposits against the borrowings, the bank provides the Company and its participating subsidiaries favorable interest terms on both.

Acquisitions and internal investments are key elements of the Company's growth strategy. The Company believes that cash on hand, cash generated from operations and the available borrowing capacity under its existing credit agreement will enable it to support this strategy. Although the Company currently has no intent to do so, it may obtain additional financing in order to pursue its growth strategy. Although the Company believes that it has excess borrowing capacity beyond its current lines, there can be no assurance that such financing would be available or, if so, at terms that are acceptable to the Company.

The Company's various U.S. and international defined benefit pension and postretirement plans were underfunded at the end of 2014 by approximately \$454 million. During 2014, the Company contributed approximately \$66 million to its benefit plans. The Company anticipates that benefit plan contributions in 2015 will total approximately \$36 million. Future funding requirements will depend

largely on actual investment returns and future actuarial assumptions. Participation in the U.S. qualified defined benefit pension plan is frozen for salaried and non-union hourly U.S. employees hired on or after January 1, 2004. In February 2009, the plan was further amended to freeze service credit earned effective December 31, 2018. This change is expected to moderately reduce the volatility of long-term funding exposure and expenses.

Total equity decreased \$202.6 million during 2014 as net income of \$240.1 million was offset by other comprehensive losses totaling \$253.4 million, dividend payments of \$130.0 million, and share repurchases of \$87.8 million. The primary components of other comprehensive loss were a \$105.5 million translation loss from the impact of a stronger U.S. dollar on the Company's foreign investments and a \$142.2 million adjustment, net of tax, reflecting actuarial losses in the Company's various defined benefit plans resulting from lower discount rates and new mortality assumptions. Total equity increased \$222.1 million during 2013, as net income of \$220.4 million and other comprehensive income totaling \$116.4 million were partially offset by dividend payments of \$126.4 million. The primary components of other comprehensive income were a \$29.3 million translation loss from the impact of a stronger U.S. dollar on the Company's foreign investments and a \$139.2 million net defined benefit plan adjustment reflecting actuarial gains in the Company's various defined benefit plans, which resulted primarily from higher discount rates and higher than expected returns on plan assets.

The Company's Board of Directors has authorized the repurchase of up to 5 million shares of the Company's common stock. During 2014, a total of 2.0 million shares were repurchased at a cost of \$82.4 million. In the previous year, a total of 132.5 thousand shares were repurchased at a cost of \$5.1 million. Accordingly, at December 31, 2014, a total of 2.87 million shares remain authorized for repurchase. The Company currently does not intend to repurchase additional shares under this authorization in 2015.

Although the ultimate determination of whether to pay dividends is within the sole discretion of the Board of Directors, the Company plans to increase dividends as earnings grow. Dividends per common share were \$1.27 in 2014, \$1.23 in 2013 and \$1.19 in 2012. On February 11, 2015, the Company declared a regular quarterly dividend of \$0.32 per common share payable on March 10, 2015, to shareholders of record on February 10, 2015.

Off-balance sheet arrangements

The Company had no material off-balance sheet arrangements at December 31, 2014.

Risk management

As a result of operating globally, the Company is exposed to changes in foreign exchange rates. The exposure is well diversified, as the Company's facilities are spread throughout the world, and the Company generally sells in the same countries where it produces. The Company monitors these exposures and may use traditional currency swaps and forward exchange contracts to hedge a portion of forecasted transactions that are denominated in foreign currencies, foreign currency assets and liabilities or net investment in foreign subsidiaries. The Company's foreign operations are exposed to political and cultural risks, but the risks are mitigated by diversification and the relative stability of the countries in which the Company has significant operations.

In January 2003, the Venezuelan government suspended the free exchange of bolivars (BsF) for foreign currency. Since 2003, the only consistent mechanism potentially available to the Company for exchanging currency has been via the central bank at the official rate. The official rate has been devalued significantly from 1.6 BsF/US\$ in January 2003 to 6.3 BsF/US\$ presently and access to U.S. dollars at the official rate is extremely limited. Since January 1, 2010, the Company has considered Venezuela to be a hyperinflationary economy and has accounted for its operations accordingly. Due to actions taken over the past year, in addition to the official rate, the Venezuelan government now supports two alternative foreign exchange mechanisms. However, due to program limitations preventing the Company's participation and/or a lack of transparency, the Company continues to use the official rate to report the results of its operations in Venezuela. At December 31, 2014, the indicated exchange rates under these alternative mechanisms were 12.0 BsF/US\$ and 50.0 BsF/US\$ and may represent more realistic rates at which the Company could expect to convert its BsF denominated monetary assets and liabilities into dollars. If the Company were to begin reporting the results of its operations in Venezuela using 12.0 BsF/US\$ or 50.0 BsF/US\$, it would report a translation loss of approximately \$2 million or \$4 million, respectively. In addition, the use of a significantly less advantageous exchange rate mechanism than the official rate may also result in an impairment charge related to non-recoverability of other assets such as inventory and property and equipment. The Company will continue to monitor developments regarding these, or other, alternative mechanisms and assess if a rate other than the official rate would be appropriate for remeasuring reported financial results. Annual net sales in Venezuela are approximately \$23 million. The Company's total net investment in Venezuela is \$14 million, of which \$8 million is exposed to translation gains/losses due to changes in the exchange rate.

The Company is exposed to interest-rate fluctuations as a result of using debt as a source of financing for its operations. The Company may, from time to time, use traditional, unleveraged interest-rate swaps to manage its mix of fixed and variable rate debt and to control its exposure to interest rate movements within select ranges.

The Company is a purchaser of various raw material inputs such as recovered paper, energy, steel, aluminum and plastic resin. The Company generally does not engage in significant hedging activities for these purchases, other than for energy and, from time to time, aluminum, because there is usually a high correlation between the primary input costs and the ultimate selling price of its products. Inputs are generally purchased at market or at fixed prices that are established with individual vendors as part of the purchase process for quantities expected to be consumed in the ordinary course of business. On occasion, where the correlation between selling price and input price is less direct, the Company may enter into derivative contracts such as futures or swaps to manage the effect of price fluctuations.

At December 31, 2014, the Company had derivative contracts outstanding to hedge the price on a portion of anticipated commodity and energy purchases as well as to hedge certain foreign exchange risks for various periods through March 2016. These contracts included swaps to hedge the purchase price of approximately 5.2 MMBTUs of natural gas in the U.S. and Canada representing approximately 79% and 5% of anticipated natural gas usage for 2015 and 2016, respectively. Additionally, the Company had swap contracts covering 2,648 metric tons of aluminum, representing approximately 33% of anticipated usage for 2015. The aluminum hedges relate to fixed-price customer contracts. At December 31, 2014, the Company had a number of foreign currency contracts in

place for both designated and undesignated hedges of either anticipated foreign currency denominated transactions or existing financial assets and liabilities. At December 31, 2014, the total notional amount of these contracts, in U.S. dollar terms, was \$167 million, of which \$76 million related to the Canadian dollar, \$43 million to the Mexican peso, \$18 million to the Colombian peso, \$14 million to the euro; \$7 million to the Australian dollar; and \$9 million to all other currencies.

The total fair market value of the Company's derivatives was in a net unfavorable position of \$10.7 million at December 31, 2014, and a net unfavorable position of \$0.1 million at December 31, 2013. Derivatives are marked to fair value using published market prices, if available, or using estimated values based on current price quotes and a discounted cash flow model. See Note 9 to the Consolidated Financial Statements for more information on financial instruments.

The Company is subject to various federal, state and local environmental laws and regulations concerning, among other matters, solid waste disposal, wastewater effluent and air emissions. Although the costs of compliance have not been significant due to the nature of the materials and processes used in manufacturing operations, such laws also make generators of hazardous wastes and their legal successors financially responsible for the cleanup of sites contaminated by those wastes. The Company has been named a potentially responsible party at several environmentally contaminated sites. These regulatory actions and a small number of private party lawsuits are believed to represent the Company's largest potential environmental liabilities. The Company has accrued \$59.3 million (including \$37.8 million associated with U.S. Mills) at December 31, 2014, compared with \$73.0 million at December 31, 2013 (including \$52.1 million associated with U.S. Mills), with respect to these sites. See "Environmental Charges," Item 3 – Legal Proceedings and Note 14 to the Consolidated Financial Statements for more information on environmental matters.

Results of operations – 2013 versus 2012

Consolidated net sales for 2013 were \$4.85 billion, a \$62 million, or 1.3%, increase from 2012.

The components of the sales change were:

(\$ in millions)	
Volume/Mix	\$ 68
Selling price	30
Acquisitions/Divestitures	(7)
Currency exchange rate/Other	(29)
Total sales increase	\$ 62

Volume was up in nearly all of the Company's businesses outside of the Consumer Packaging segment. For the most part, price changes for the Company's products are driven by changes in the underlying product costs. Of the selling price gains, approximately 70% came in Paper and Industrial Converted Products, where prices increased in response to higher recovered paper prices. The majority of the remaining gains came in the Consumer Packaging segment, primarily reflecting contract price resets to pass through higher paper and tinplate steel costs, and, to a lesser extent, higher film and resin costs. Included in Other is a \$31 million reduction due to the Company's decision to exit the recycled fiber trading business in Europe. Total domestic sales were \$3.2 billion, up 2% from 2012 levels. Inter national sales were \$1.6 billion, essentially flat with 2012.

Costs and expenses

Cost of sales increased in 2013 by \$32.1 million, or 0.8%, from 2012. The higher cost of sales was less than the 1.3% increase in sales, reflecting the benefits of higher volume and productivity gains as well as the ability for most of our businesses to increase prices in 2013 in line with, or somewhat more than, the increases in the direct costs of materials, energy and freight. Gross profit margins improved to 18.0% in 2013 from 17.6% in 2012. Higher average market prices for recovered paper increased costs in our industrial businesses, while Consumer Packaging was negatively impacted by higher resin, tinplate steel and other costs. The benefits of a positive price/cost relationship and productivity improvements were partially offset by higher labor, pension and other costs.

In 2013, aggregate pension and postretirement expenses increased \$9.1 million to \$62.0 million, versus \$52.9 million in 2012. Approximately 75% of these expenses were reflected in cost of sales, with the balance in selling, general and administrative expenses. The higher expense was primarily the result of higher actuarial loss amortization due to lower discount rates.

Selling, general and administrative expenses increased \$23.5 million, or 5.1%, and were 10.0% of sales compared to 9.7% of sales in 2012. The increase as a percent of sales was driven primarily by higher incentive and pension costs with the total dollar increase also reflecting wage and general inflation and higher volume-driven costs such as commissions. Base earnings before interest and income taxes were 8.0% of sales in 2013 compared to 7.8% in 2012, driven by the improved gross profit margins discussed above.

Restructuring and restructuring related asset impairment charges totaled \$25.0 million and \$32.9 million in 2013 and 2012, respectively. Additional information regarding restructuring actions and impairments is provided in Note 4 to the Company's Consolidated Financial Statements.

Research and development costs, all of which were charged to expense, were \$20.1 million in 2013 and \$20.2 million in 2012.

Net interest expense totaled \$56.7 million for the year ended December 31, 2013, compared with \$60.0 million in 2012. The decrease was due primarily to lower average debt levels stemming from the repayment of debt using repatriated offshore cash in early 2013.

Reportable segments

Consolidated operating profits, also referred to as "Income before interest and income taxes" on the Consolidated Statements of Income, are comprised of the following:

(\$ in millions)	2013	2012	% Change
Segment operating profit			
Consumer Packaging	\$187.1	\$176.8	5.9%
Display and Packaging			
Paper and Industrial Converted Products	20.8	20.4	2.0%
Protective Solutions	138.1	141.4	(2.3)%
Restructuring/Asset impairment charges	40.1	36.9	8.6%
Acquisition-related costs	(25.0)	(32.9)	(23.8)%
Property insurance gains	(0.5)	(0.3)	55.6%
	0.7	4.8	(85.4)%
Consolidated operating profits	\$361.3	\$347.1	4.1%

Consumer Packaging

(\$ in millions)	2013	2012	% Change
Trade sales	\$ 1,893.5	\$ 1,912.6	(1.0)%
Segment operating profits	187.1	176.8	5.9%
Depreciation, depletion and amortization	74.1	75.6	(1.9)%
Capital spending	48.8	58.3	(16.3)%

Sales decreased in 2013 from the previous year due primarily to lower volume in rigid paper and plastic containers, a significant driver of which was lower demand for our customers' products, partially offset by gains in flexible packaging. Demand for certain of the company's metal- end products declined due to customer transitions to other formats and insourcing. In addition, demand for certain of the segment's products, particularly those used for frozen food, declined as the effect of higher agricultural commodity costs on retail prices weighed down consumer spending on packaged food. Selling prices were mixed, but slightly higher for the segment as whole. Prices were higher in both rigid paper and plastic containers, reflecting the pass through of higher costs relative to the prior year. The benefit to trade sales of higher selling prices was largely offset by the impact of foreign exchange rates. Domestic sales in 2013 were approximately \$1,477 million, up 0.8%, or \$12 million, from 2012, while international sales were approximately \$417 million in 2013, down 7.0%, or \$31 million, from 2012.

Segment operating profits in 2013 increased by \$10.3 million over 2012 and operating profit margins increased to 9.9% in 2013 from 9.3% in 2012. The increase in segment operating profits was largely driven by strong manufacturing cost productivity improvements, lower fixed costs due to restructuring and cost control actions, and a positive price/cost relationship. These benefits were partially offset by higher pension expense and inflation in labor and other costs. Nearly half of the improvement in segment operating profits was attributable to higher volume and a more profitable mix of business in the Company's flexible packaging operations. Despite lower volume, the Company's thermoformed plastics business saw a significant year-over-year increase in operating profits due to strong productivity improvements and reduced fixed costs.

Significant capital spending in the Consumer Packaging segment included spending on projects to increase rigid paper, flexible packaging, and blowmolding production capacity, numerous productivity projects, and the start up of a new rigid paper container manufacturing facility in Poland.

Display and Packaging

(\$ in millions)	2013	2012	% Change
Trade sales	\$625.0	\$581.2	7.5%
Segment operating profits	20.8	20.4	2.0%
Depreciation, depletion and amortization	18.0	15.8	14.6%
Capital spending	7.4	9.2	(19.1)%

Trade sales in 2013 were up \$43.8 million over 2012, reflecting volume growth in the Company's U.S. display and packaging and international contract packaging operations along with a positive impact from foreign currency translation. Both domestic and international sales benefited from organic growth with existing customers while higher volumes in U.S. display and packaging also reflect the addition of a major new customer. Demand for the Company's retail security packaging products continued to be weak with a decrease in volume, slightly offset by increased pricing. Domestic sales increased \$20 million, or 7.7%, in 2013 to \$286 million, while international sales increased \$23 million, or 7.3%, to \$339 million.

The slight year-over-year increase in segment operating profit was driven by the higher sales volume in display and packaging, partially offset by weaker results in retail security packaging and higher fixed costs incurred to support the major new customer in the U.S. and international growth in Brazil and Poland.

Capital spending in the segment included numerous productivity and customer development projects in the United States and capacity expansion in Poland.

Paper and Industrial Converted Products

(\$ in millions)	2013	2012	% Change
Trade sales	\$ 1,858.9	\$ 1,840.8	1.0%
Segment operating profits	138.1	141.4	(2.3)%
Depreciation, depletion and amortization	82.4	83.3	(1.1)%
Capital spending	88.6	112.3	(21.1)%

Higher selling prices, primarily due to higher average market costs for old corrugated containers (OCC), and higher volumes in the majority of the segment's operations accounted for nearly all of the reported increase in segment trade sales in 2013. Partially offsetting these gains was a \$31 million reduction in trade sales due to the Company's decision to exit its European recycled fiber trading business. Due to relatively low margins, this decision had little effect on segment operating profits. Most of the segment's volume gains occurred in its North American paper and recycling operations and Asian tube and core operations. These gains were partially offset by lower reels volume and the impact of exchange rates. Volume in reels decreased on lower demand for steel reels due to a variety of factors that worked to reduce capital spending by the Company's customers, one-time orders in 2012 that did not repeat, and a weaker market for nailed wood reels. Total domestic sales in the segment increased \$45 million, or 4.4%, in 2013 to \$1,064 million while international sales decreased \$27 million, or 3.3%, to \$795 million, with approximately \$9 million of the decrease a result of unfavorable foreign exchange rate changes.

Segment operating profit decreased year over year as higher labor, incentives, pension and other costs more than offset higher volume, improved productivity and a modest overall positive price/cost relationship. Operating profit improvements in North American paper and recycling and Asian converted products were largely offset by operating profit declines in North American tubes and cores and South American paper and converted products as well as higher segment overhead costs. Despite the decline in volume, operating profits in reels was flat year over year.

Significant capital spending in the segment included final installation work on the new biomass boiler, the modification of several paper machines, primarily in North America and Europe, and numerous productivity projects. Capital spending in 2013 is net of \$21.9 million in tax credits received on the biomass boiler.

Protective Solutions

(\$ in millions)	2013	2012	% Change
Trade sales	\$470.7	\$451.5	4.2%
Operating profits	40.1	36.9	8.6%
Depreciation, depletion and amortization	23.1	25.8	(10.3)%
Capital spending	15.9	8.9	79.0%

Sales increased year over year primarily due to higher volume in each of the segment's businesses. Most of the volume improvement was driven by increased demand and/or new contracts in the automotive, industrial and appliance packaging product lines.

Segment operating profit increased year over year as higher volume and strong productivity gains were partially offset by an unfavorable change in the mix of business and higher labor and other costs.

Domestic sales decreased \$12 million, or 2.9%, to \$405 million, while international sales increased \$31 million, or 88.6%, to \$66 million.

Capital spending in the segment included the start up of a new manufacturing facility in Mexico and numerous productivity and customer development projects.

Critical accounting policies and estimates

Management's discussion and analysis of the Company's financial condition and results of operations are based upon the Company's Consolidated Financial Statements, which have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The Company evaluates these estimates and assumptions on an ongoing basis, including but not limited to those related to inventories, bad debts, derivatives, income taxes, intangible assets, restructuring, pension and other postretirement benefits, environmental liabilities, and contingencies and litigation. Estimates and assumptions are based on historical and other factors believed to be reasonable under the circumstances. The results of these estimates may form the basis of the carrying value of certain assets and liabilities and may not be readily apparent from other sources. Actual results could differ from those estimates. The impact of and any associated risks related to estimates, assumptions and accounting policies are discussed in Management's Discussion and Analysis of Financial Condition and Results of Operations, as well as in the Notes to the Consolidated Financial Statements, if applicable, where such estimates, assumptions and accounting policies affect the Company's reported and expected financial results.

The Company believes the accounting policies discussed in the Notes to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K are critical to understanding the results of its operations. The following discussion represents those policies that involve the more significant judgments and estimates used in the preparation of the Company's Consolidated Financial Statements.

Impairment of long-lived, intangible and other assets

Assumptions and estimates used in the evaluation of potential impairment can result in adjustments affecting the carrying values of long-lived, intangible and other assets and the recognition of impairment expense in the Company's Consolidated Financial Statements. The Company evaluates its long-lived assets (property, plant and equipment), definite-lived intangible assets and other assets (including notes receivable and equity investments) for impairment whenever indicators of impairment exist, or when it commits to sell the asset. If the sum of the undiscounted expected future cash flows from a long-lived asset or definite-lived intangible asset group is less than the carrying value of that asset group, an asset impairment charge is recognized. Key assumptions and estimates used in the cash flow model generally include price levels, sales growth, profit margins and asset life. The amount of an impairment charge, if any, is calculated as the excess of the asset's carrying value over its fair value, generally represented by the discounted future cash flows from that asset or, in the case of assets the Company evaluates for sale, as estimated proceeds less costs to sell. The Company takes into consideration historical data and experience together with all other relevant information available when estimating the fair values of its assets. However, fair values that could be realized in actual transactions may differ from the estimates used to evaluate impairment. In addition, changes in the assumptions and estimates may result in a different conclusion regarding impairment.

Impairment of goodwill

In accordance with ASC 350, the Company assesses its goodwill for impairment annually and from time to time when warranted by the facts and circumstances surrounding individual reporting units or the Company as a whole. If the carrying value of a reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment charge is recognized for the excess. The Company's reporting units are one level below its operating segments, as determined in accordance with ASC 350.

The Company completed its most recent annual goodwill impairment testing during the third quarter of 2014. In its testing, the Company estimated the fair values of all of its reporting units utilizing both an income approach and a market approach, while giving consideration to certain qualitative factors including such things as the macroeconomic environment, Company stock price and market capitalization movement, business strategy changes, and significant customer wins and losses. As a result of this testing, the Company concluded that there was no impairment of goodwill for any of its reporting units.

When the Company estimates the fair value of its reporting units, it does so using a discounted cash flow model based on projections of future years' operating results and associated cash flows, together with comparable trading and transaction multiples. The Company's model discounts projected future cash flows, forecasted over a ten-year period, with an estimated residual growth rate. The Company's projections incorporate management's best estimates of the expected future results, including significant assumptions and estimates related to, among other things: sales volumes and prices, new business, profit margins, income taxes, capital expenditures and changes in working capital requirements and, where applicable, improved operating margins. Projected future cash flows are discounted to present value using a discount rate management believes is commensurate with the risks inherent in the cash flows.

The Company's assessments, whether qualitative or quantitative, incorporate management's expectations for the future, including forecasted growth rates and/or margin improvements. Therefore, should there be changes in the relevant facts and circumstances and/or expectations, management's assessment regarding goodwill impairment may change as well. Management's projections related to revenue growth and/or margin improvements are based on a combination of factors, including expectations for volume growth with existing customers, product expansion, improved price/cost relationship, productivity gains, fixed cost leverage, improvement in general economic conditions, increased operational capacity, and customer retention.

In considering the level of uncertainty regarding the potential for goodwill impairment, management has concluded that any such impairment would likely be the result of adverse changes in more than one assumption. Management does not consider any of its assumptions to be either aggressive or conservative, but rather its best estimate based on available evidence at the time of the assessment. Other than in Display and Packaging, which is discussed below, there is no specific singular event or change in circumstances management has identified that it believes could reasonably result in a change to expected future results in any of its reporting units sufficient to result in goodwill impairment. In management's opinion, a change of such magnitude would more likely be the result of changes to some combination of the factors identified above, a general deterioration in competitive position, introduction of a superior technology, significant unexpected changes in customer preferences, an inability to pass through significant raw material cost increases, and other such items as identified in "Item 1A. Risk Factors" in this Annual Report on Form 10-K.

Although no reporting units failed the testing noted above, in management's opinion, the reporting units having the greatest risk of future impairment if actual results fall significantly short of expectations are Plastics—Blowmolding, Display and Packaging, and Tubes and Cores/Paper—Brazil. Total goodwill associated with these reporting units was approximately \$122 million, \$205 million and \$3 million, respectively, at December 31, 2014.

Plastics—Blowmolding manufactures blow-molded plastic containers primarily for use in nonfood applications. This reporting unit is the result of the purchase of Matrix Packaging in May 2007, which was acquired to be a growth platform for the Company and to provide an avenue into the health and beauty market. Although operating results since that time have often lagged expectations, in order for the unit to achieve its growth potential the Company has continued to invest significantly in the business. As a result, current projections for this reporting unit reflect revenue growth as well as improvements in operating margins due largely to expected execution improvements. Sales growth is expected to be driven by the continued return of volume that was shifted to competitors in 2013 due to temporary production down time, new business from key nonfood customers, expansion into more food-based applications and collaboration with large-scale packaging service providers. Margins are expected to improve largely as a result of future productivity improvements and the leveraging of new sales volume. Should the sales growth and/or margin improvements not materialize, a goodwill impairment charge may be incurred. Based on the valuation work performed for the 2014 test, the estimated fair value of Plastics—Blowmolding exceeded its carrying value by approximately 32%. This is an increase from the prior year due to improvements in current and projected operating results, partially offset by an increase in the discount rate utilized in the analysis.

Display and Packaging designs, manufactures, assembles, packs and distributes temporary, semipermanent and permanent point-of-purchase displays; provides supply chain management services, including contract packing, fulfillment and scalable service centers; and manufactures retail packaging, including printed backer cards, thermoformed blisters and heat sealing equipment. Management expects that this unit will experience price pressure and customer turnover during the next 12 to 24 months which, in turn, could pressure overall profitability and profit margins. However, management expects that new business, partially driven by synergies between retail packaging manufacturing and packaging services, and productivity gains will more than offset those negatives. In addition, a large portion of sales in this unit is concentrated in one customer. Management expects to retain this business; however, if a significant amount is lost and not replaced, or the expected synergies and productivity gains are not realized, it is possible that a goodwill impairment charge may be incurred. Total goodwill associated with this reporting unit was approximately \$205 million at December 31, 2014. Based on the valuation work performed for the 2014 test, the estimated fair value of Display and Packaging exceeded its carrying value by approximately 44%.

Tube and Cores/Paper—Brazil manufactures paperboard tubes and cores, fiber-based construction tubes and forms, and recycled paperboard and linerboard. Weakness in the Brazilian economy, together with rising input costs and strong price competition, put pressure on this unit's operating results in 2014. Planned investments in production capacity of both paper and tubes and cores, as well as new product development and productivity projects, are expected to drive top line growth and improved profit margins in this reporting unit over the next 12 to 24 months. Management expects this unit to grow significantly above Brazil GDP levels in 2015 and then track GDP in the following years. Control of fixed costs will be a major focus area and improved productivity is expected to be needed to offset inflation. Should the sales growth and/or margin improvements not materialize, a goodwill impairment charge may be incurred. Based on the valuation work performed for the current year test, the estimated fair value of Tubes and Cores/Paper—Brazil exceeded its carrying value by approximately 67%.

In its 2014 analysis, projected future cash flows were discounted at 9.9%, 10.2% and 8.2% for Plastics—Blowmolding, Display and Packaging and Tubes and Cores/Paper—Brazil, respectively. Holding other valuation assumptions constant, Plastics—Blowmolding projected operating profits across all future periods would have to be reduced approximately 21%, or the discount rate increased to 12.0%, in order for the estimated fair value to fall below the reporting unit's carrying value. The corresponding percentages for Display and Packaging are 28% and 13.2% and for Tubes and Cores/Paper—Brazil, 34% and 12.0%.

During the time subsequent to the annual evaluation, and at December 31, 2014, the Company considered whether any events and/or changes in circumstances had resulted in the likelihood that the goodwill of any of its reporting units may have been impaired. It is management's opinion that no such events have occurred.

Income taxes

The Company follows ASC 740, Accounting for Income Taxes, which requires a reduction of the carrying amounts of deferred tax assets by recording a valuation allowance if, based on the available evidence, it is more likely than not such assets will not be realized. Deferred tax assets generally represent expenses that have been recognized for financial reporting purposes, but for which the corresponding tax deductions will occur in future periods. The valuation of deferred tax assets requires judgment in assessing the likely future tax consequences of events that have been recognized in our financial statements or tax returns and future profitability. Our accounting for deferred tax consequences represents our best estimate of those future events. Changes in our current estimates, due to unanticipated events or otherwise, could have a material impact on our financial condition and results of operations.

For those tax positions where it is more likely than not that a tax benefit will be sustained, the Company has recorded the largest amount of tax benefit with a greater than 50% likelihood of being realized upon ultimate settlement with a taxing authority having full knowledge of all relevant information. For those positions not meeting the more-likely-than-not standard, no tax benefit has been recognized in the financial statements. Associated interest has also been recognized, where applicable.

The estimate for the potential outcome of any uncertain tax issue is highly judgmental. The Company believes it has adequately provided for any reasonably foreseeable outcome related to these matters. However, future results may include favorable or unfavorable adjustments to estimated tax liabilities in the period the assessments are made or resolved or when statutes of limitations on potential assessments expire. Additionally, the jurisdictions in which earnings or deductions are realized may differ from current estimates. As a result, the eventual resolution of these matters could have a different impact on the effective rate than currently reflected or expected.

Stock-based compensation plans

The Company utilizes share-based compensation in the form of stock appreciation rights, restricted stock units and other share-based awards. Certain awards are in the form of contingent stock units where both the ultimate number of units and the vesting period are performance based. The amount and timing of compensation expense associated with these performance-based awards are based on estimates regarding future performance using measures defined in the plans. In 2014, the performance measures consisted of Earnings per Share and Return on Net Assets Employed. Changes in estimates regarding the future achievement of these performance measures may result in significant fluctuations from period to period in the amount of compensation expense reflected in the Company's Consolidated Financial Statements.

The Company uses an option-pricing model to determine the grant date fair value of its stock options and stock appreciation rights. Inputs to the model include a number of subjective assumptions. Management routinely assesses the assumptions and methodologies used to calculate estimated fair value of share-based compensation. Circumstances may change and additional data may become available over time that results in changes to these assumptions and methodologies, which could materially impact fair value determinations.

Pension and postretirement benefit plans

The Company has significant pension and postretirement benefit liabilities and costs that are measured using actuarial valuations. The actuarial valuations employ key assumptions that can have a significant effect on the calculated amounts. The key assumptions used at December 31, 2014, in determining the projected benefit obligation and the accumulated benefit obligation for U.S. retirement and retiree health and life insurance plans include: discount rates of 4.19% and 3.88% for the active and inactive qualified retirement plans, respectively, 3.85% for the nonqualified retirement plans, and 3.52% for the retiree health and life insurance plan; and rates of compensation increases ranging from 3.42% to 6.24%. The key assumptions used to determine 2014 net periodic benefit cost for U.S. retirement and retiree health and life insurance plans include: discount rates of 5.08% and 4.62% for the active and inactive qualified retirement plans, respectively, 4.55% for the nonqualified retirement plans, and 4.03% for the retiree health and life insurance plan; an expected long-term rate of return on plan assets of 7.85% and 7.55% for the active and inactive qualified retirement plans, respectively; and rates of compensation increases ranging from 3.44% to 5.92%.

During 2014, the Company recorded total pension and postretirement benefit expenses of approximately \$40.4 million, compared with \$61.9 million during 2013. The 2014 amount reflects \$94.8 million of expected returns on plan assets at an average assumed rate of 7.2% and interest cost of \$74.5 million at a weighted-average discount rate of 4.7%. The 2013 amount reflects \$88.1 million of expected returns on plan assets at an average assumed rate of 7.2% and interest cost of \$68.2 million at a weighted-average discount rate of 4.0%. During 2014, the Company made contributions to its pension and postretirement plans of \$65.9 million. In the prior year, the Company made contributions to its pension and postretirement plans totaling \$42.0 million. Contributions vary from year to year depending on various factors, the most significant being the market value of assets and interest rates. Cumulative net actuarial losses were approximately \$723 million at December 31, 2014, and are primarily the result of low discount rates and the poor asset performance in 2008. Actuarial losses/gains outside of the 10% corridor defined by U.S. GAAP are amortized over the average remaining service life of the plan's active participants or the average remaining life expectancy of the plan's inactive participants (if all, or almost all, of the plan's participants are inactive).

Expected mortality is a key assumption in the measurement of the Company's pension and postretirement obligations. New actuarial tables were approved by the Society of Actuaries in the fourth quarter of 2014 and were adopted by the Company effective with the December 31, 2014 valuation of its domestic pension and postretirement plan obligations. The new tables reflect longer life expectancies than projected by the previously used tables and represent a better estimate of the expected duration of future benefit payments.

The Company is projecting total benefit plan expense in 2015 to be approximately \$13 million higher than in 2014 due primarily to higher amortization expense as a result of actuarial losses recorded in 2014. These actuarial losses were driven by lower discount rates and the new mortality assumptions.

The Company adjusts its discount rates at the end of each fiscal year based on yield curves of high-quality debt instruments over durations that match the expected benefit payouts of each plan. The expected rate of return assumption is derived by taking into consideration the targeted plan asset allocation, projected future returns by asset class and active investment management. A third party asset return model was used to develop an expected range of returns on plan investments over a 12- to 15-year period, with the expected rate of return selected from a best estimate range within the total range of projected results. The Company periodically rebalances its plan asset portfolio in order to maintain the targeted allocation levels. The rate of compensation increase assumption is generally based on salary and incentive increases. A key assumption for the U.S. retiree health and life insurance plan is a medical cost trend rate beginning at 8.0% for post-age 65 participants and trending down to an ultimate rate of 5.6% in 2044. The ultimate trend rate of 5.6% represents the Company's best estimate of the long-term average annual medical cost increase over the duration of the plan's liabilities. It provides for real growth in medical costs in excess of the overall inflation level.

Other assumptions and estimates impacting the projected liabilities of these plans include inflation, participant withdrawal and mortality rates and retirement ages. The Company annually re-evaluates assumptions used in projecting the pension and postretirement liabilities and associated expense. These judgments, assumptions and estimates may affect the carrying value of pension and postretirement plan net assets and liabilities and pension and postretirement plan expenses in the Company's Consolidated Financial Statements.

The sensitivity to changes in the critical assumptions for the Company's U.S. plans as of December 31, 2014, is as follows:

Assumption (\$ in millions)	Percentage Point Change	Projected Benefit Obligation Higher/(Lower)	Annual Expense Higher/ (Lower)
Discount rate	-	\$51.1	\$2.8
Expected return on assets	-.25 pts	N/A	\$2.6

See Note 12 to the Consolidated Financial Statements for additional information on the Company's pension and postretirement plans.

Recent accounting pronouncements

Information regarding recent accounting pronouncements is provided in Note 2 to the Consolidated Financial Statements included in Item 8 of this Annual Report on Form 10-K.

Item 7A. Quantitative and qualitative disclosures about market risk

Information regarding market risk is provided in this Annual Report on Form 10-K under the following items and captions: "Our international operations subject us to various risks that could adversely affect our business operations and financial results" and "Currency exchange rate fluctuations and instability of foreign currencies may reduce our earnings" in Item 1A-Risk Factors; "Risk Management" in Item 7 – Management's Discussion and Analysis of Financial Condition and Results of Operations; and in Note 8 to the Consolidated Financial Statements in Item 8 – Financial Statements and Supplementary Data.

Item 8. Financial statements and supplementary data

The Consolidated Financial Statements and Notes to the Consolidated Financial Statements are provided on pages F-1 through F-31 of this report. Selected quarterly financial data is provided in Note 18 to the Consolidated Financial Statements included in this Annual Report on Form 10-K.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the shareholders and directors of Sonoco Products Company:

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, comprehensive income, shareholders' equity and cash flows present fairly, in all material respects, the financial position of Sonoco Products Company and its subsidiaries at December 31, 2014 and December 31, 2013, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2014 in conformity with accounting principles generally accepted in the United States of America. In addition, in our opinion, the financial statement schedule listed in the index appearing under Item 15(a)(2) presents fairly, in all material respects, the information set forth therein when read in conjunction with the related consolidated financial statements. Also in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2014, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Company's management is responsible for these financial statements and the financial statement schedule, for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's report on internal control over financial reporting appearing under Item 9A. Our responsibility is to express opinions on these financial statements, on the financial statement schedule, and on the Company's internal control over financial reporting based on our integrated audits. We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

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

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's report on internal control over financial reporting appearing under Item 9A, management has excluded Weidenhammer Packaging Group (Weidenhammer) from its assessment of internal control over financial reporting as of December 31, 2014 because it was acquired by the Company in a purchase business combination during 2014. We have also excluded Weidenhammer from our audit of internal control over financial reporting. Weidenhammer is a wholly-owned subsidiary whose total assets and total revenues represent 8.9% and 1.0%, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2014.


Charlotte, North Carolina
March 2, 2015

CONSOLIDATED BALANCE SHEETS

Sonoco Products Company

(Dollars and shares in thousands)
At December 31

	2014	2013
Assets		
Current Assets		
Cash and cash equivalents	\$ 161,168	\$ 217,567
Trade accounts receivable, net of allowances of \$8,547 in 2014 and \$9,771 in 2013	668,710	614,053
Other receivables	44,411	38,995
Inventories		
Finished and in process	151,150	158,256
Materials and supplies	269,126	252,531
Prepaid expenses	56,761	57,666
Deferred income taxes	38,957	39,406
	1,390,283	1,378,474
Property, Plant and Equipment, Net	1,148,607	1,021,920
Goodwill	1,182,936	1,099,207
Other Intangible Assets, Net	280,935	243,920
Long-term Deferred Income Taxes	40,059	67,364
Other Assets	167,176	168,406
Total Assets	\$4,209,996	\$3,979,291
Liabilities and Equity		
Current Liabilities		
Payable to suppliers	\$ 511,630	\$ 491,809
Accrued expenses and other	255,079	261,895
Accrued wages and other compensation	77,520	69,671
Notes payable and current portion of long-term debt	52,280	35,201
Accrued taxes	8,936	8,649
	905,445	867,225
Long-term Debt	1,200,885	946,257
Pension and Other Postretirement Benefits	444,231	263,718
Deferred Income Taxes	95,062	128,006
Other Liabilities	41,598	48,760
Commitments and Contingencies		
Sonoco Shareholders' Equity		
Serial preferred stock, no par value		
Authorized 30,000 shares		
0 shares issued and outstanding as of December 31, 2014 and 2013		
Common shares, no par value		
Authorized 300,000 shares		
100,603 and 102,147 shares issued and outstanding at December 31, 2014 and 2013, respectively	7,175	7,175
Capital in excess of stated value	396,980	457,190
Accumulated other comprehensive loss	(611,099)	(358,520)
Retained earnings	1,714,067	1,604,892
Total Sonoco Shareholders' Equity	1,507,123	1,710,737
Noncontrolling Interests	15,652	14,588
Total Equity	1,522,775	1,725,325
Total Liabilities and Equity	\$4,209,996	\$3,979,291

The Notes beginning on page F-6 are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF INCOME

Sonoco Products Company

(Dollars and shares in thousands except per share data)

Years ended December 31	2014	2013	2012
Net sales	\$5,014,534	\$4,848,092	\$4,786,129
Cost of sales	4,093,235	3,974,588	3,942,497
Gross profit	921,299	873,504	843,632
Selling, general and administrative expenses	506,996	487,171	463,715
Restructuring/Asset impairment charges	22,792	25,038	32,858
Income before interest and income taxes	391,511	361,295	347,059
Interest expense	55,140	59,913	64,114
Interest income	2,749	3,187	4,129
Income before income taxes	339,120	304,569	287,074
Provision for income taxes	108,922	96,203	103,759
Income before equity in earnings of affiliates	230,198	208,366	183,315
Equity in earnings of affiliates, net of tax	9,886	12,029	12,805
Net income	240,084	220,395	196,120
Net (income) attributable to noncontrolling interests	(919)	(1,282)	(110)
Net income attributable to Sonoco	\$ 239,165	\$ 219,113	\$ 196,010
Weighted average common shares outstanding:			
Basic	102,215	102,577	101,804
Assuming exercise of awards	957	671	769
Diluted	103,172	103,248	102,573
Per common share			
Net income attributable to Sonoco:			
Basic	\$ 2.34	\$ 2.14	\$ 1.93
Diluted	\$ 2.32	\$ 2.12	\$ 1.91
Cash dividends	\$ 1.27	\$ 1.23	\$ 1.19

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Sonoco Products Company

(Dollars in thousands)

Years ended December 31	2014	2013	2012
Net income	\$ 240,084	\$220,395	\$196,120
Other comprehensive income/(loss):			
Foreign currency translation adjustments	(105,528)	(29,308)	25,016
Changes in defined benefit plans, net of tax	(142,180)	139,227	(41,498)
Change in derivative financial instruments, net of tax	(5,700)	6,465	1,460
Other comprehensive income/(loss)	(253,408)	116,384	(15,022)
Comprehensive income/(loss)	(13,324)	336,779	181,098
Net (income) attributable to noncontrolling interests	(919)	(1,282)	(110)
Other comprehensive loss/(income) attributable to noncontrolling interests	829	922	(505)
Comprehensive income/(loss) attributable to Sonoco	\$ (13,414)	\$336,419	\$180,483

The Notes beginning on page F-6 are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF CHANGES IN TOTAL EQUITY

Sonoco Products Company

(Dollars and shares in thousands)	Total Equity	Common Shares		Capital in Excess of Stated Value	Accumulated Other Comprehensive Loss	Retained Earnings	Non- controlling Interests
		Outstanding	Amount				
January 1, 2012	\$1,425,408	100,211	\$7,175	\$427,484	\$(460,299)	\$1,437,435	\$13,613
Net income	196,120					196,010	110
Other comprehensive income/(loss):							
Translation gain	25,016				24,511		505
Defined benefit plan adjustment ¹	(41,498)				(41,498)		
Derivative financial instruments ¹	1,460				1,460		
Other comprehensive loss	(15,022)				(15,527)		505
Dividends	(121,300)					(121,300)	
Issuance of stock awards	13,324	763		13,324			
Shares repurchased	(4,167)	(127)		(4,167)			
Stock-based compensation	8,851			8,851			
December 31, 2012	\$1,503,214	100,847	\$7,175	\$445,492	\$(475,826)	\$1,512,145	\$14,228
Net income	220,395					219,113	1,282
Other comprehensive income/(loss):							
Translation loss	(29,308)				(28,386)		(922)
Defined benefit plan adjustment ¹	139,227				139,227		
Derivative financial instruments ¹	6,465				6,465		
Other comprehensive income	116,384				117,306		(922)
Dividends	(126,366)					(126,366)	
Issuance of stock awards	27,465	2,008		27,465			
Shares repurchased	(27,239)	(708)		(27,239)			
Stock-based compensation	11,472			11,472			
December 31, 2013	\$1,725,325	102,147	\$7,175	\$457,190	\$(358,520)	\$1,604,892	\$14,588
Net income	240,084					239,165	919
Other comprehensive income/(loss):							
Translation loss	(105,528)				(104,699)		(829)
Defined benefit plan adjustment ¹	(142,180)				(142,180)		
Derivative financial instruments ¹	(5,700)				(5,700)		
Other comprehensive loss	(253,408)				(252,579)		(829)
Dividends	(129,990)					(129,990)	
Issuance of stock awards	10,491	583		10,491			
Shares repurchased	(87,800)	(2,127)		(87,800)			
Stock-based compensation	17,099			17,099			
Purchase of non-controlling interest	974						974
December 31, 2014	\$1,522,775	100,603	\$7,175	\$396,980	\$(611,099)	\$1,714,067	\$15,652

¹ net of tax

The Notes beginning on page F-6 are an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Sonoco Products Company

(Dollars in thousands)

Years ended December 31

	2014	2013	2012
Cash Flows from Operating Activities			
Net income	\$ 240,084	\$ 220,395	\$ 196,120
Adjustments to reconcile net income to net cash provided by operating activities			
Asset impairment	8,155	8,238	8,427
Depreciation, depletion and amortization	198,718	197,671	200,403
Share-based compensation expense	17,099	11,472	8,851
Equity in earnings of affiliates	(9,866)	(12,029)	(12,805)
Cash dividends from affiliated companies	9,809	13,631	9,329
Gain on disposition of assets	(2,103)	(493)	(6,690)
Pension and postretirement plan expense	40,435	61,946	52,856
Pension and postretirement plan contributions	(65,944)	(42,007)	(75,059)
Tax effect of share-based compensation exercises	3,918	11,462	5,698
Excess tax benefit of share-based compensation	(4,126)	(12,456)	(2,682)
Net increase in deferred taxes	38,196	37,202	18,989
Change in assets and liabilities, net of effects from acquisitions, dispositions and foreign currency adjustments			
Trade accounts receivable	(52,332)	162	1,190
Inventories	7,414	(32,787)	16,157
Payable to suppliers	25,642	65,894	(16,010)
Prepaid expenses	(11,605)	(1,993)	1,114
Accrued expenses	(782)	(368)	(4,059)
Income taxes payable and other income tax items	(383)	7,093	(5,350)
Fox River environmental reserves	(14,349)	(1,848)	(2,796)
Other assets and liabilities	(10,045)	6,842	10,232
Net cash provided by operating activities	417,915	538,027	403,915
Cash Flows from Investing Activities			
Purchase of property, plant and equipment	(177,076)	(172,442)	(214,862)
Cost of acquisitions, net of cash acquired	(334,132)	(4,005)	(503)
Proceeds from the sale of assets	7,758	10,511	31,967
Investment in affiliates and other	(3,983)	(3,517)	26
Net cash used by investing activities	(507,433)	(169,453)	(183,372)
Cash Flows from Financing Activities			
Proceeds from issuance of debt	294,846	57,952	7,568
Principal repayment of debt	(49,624)	(294,347)	(46,820)
Net (decrease) increase in commercial paper borrowings	—	(152,000)	125,000
Net increase (decrease) in outstanding checks	1,335	(2,825)	(1,600)
Cash dividends – common	(128,793)	(124,845)	(119,771)
Excess tax benefit of share-based compensation	4,126	12,456	2,682
Shares acquired	(87,800)	(27,239)	(4,167)
Shares issued	5,373	15,781	9,739
Net cash provided (used) by financing activities	39,463	(515,067)	(27,369)
Effects of Exchange Rate Changes on Cash	(6,344)	(9,024)	4,387
(Decrease) Increase in Cash and Cash Equivalents	(56,399)	(155,517)	197,561
Cash and cash equivalents at beginning of year	217,567	373,084	175,523
Cash and cash equivalents at end of year	\$ 161,168	\$ 217,567	\$ 373,084
Supplemental Cash Flow Disclosures			
Interest paid, net of amounts capitalized	\$ 54,496	\$ 60,772	\$ 66,171
Income taxes paid, net of refunds	\$ 67,192	\$ 40,446	\$ 84,422

The Notes beginning on page F-6 are an integral part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Sonoco Products Company (dollars in thousands except shares and per share data)

1. Summary of significant accounting policies

Basis of presentation

The Consolidated Financial Statements include the accounts of Sonoco Products Company and its majority-owned subsidiaries (the "Company" or "Sonoco") after elimination of intercompany accounts and transactions.

Investments in affiliated companies in which the Company shares control over the financial and operating decisions, but in which the Company is not the primary beneficiary, are accounted for by the equity method of accounting. Income applicable to these equity investments is reflected in "Equity in earnings of affiliates, net of tax" in the Consolidated Statements of Income. The aggregate carrying value of equity investments is reported in "Other Assets" in the Company's Consolidated Balance Sheets and totaled \$114,063 and \$116,193 at December 31, 2014 and 2013, respectively.

Affiliated companies in which the Company held a significant investment at December 31, 2014, included:

Entity	Ownership Interest Percentage at December 31, 2014
RTS Packaging JVCO	35.0%
Cascades Conversion, Inc.	50.0%
Cascades Sonoco, Inc.	50.0%
Showa Products Company Ltd.	20.0%
Conitex Sonoco Holding BVI Ltd.	30.0%
Weidenhammer New Packaging, LLC	40.0%

Also included in the investment totals above is the Company's 19.5% ownership in a small tube and core business in Chile and its 12.19% ownership in a small paper recycling business in Finland. These investments are accounted for under the cost method.

Estimates and assumptions

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America (U.S. GAAP) requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Revenue recognition

The Company records revenue when title and risk of ownership pass to the customer, and when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the sales price to the customer is fixed or determinable and when collectibility is reasonably assured. Certain judgments, such as provisions for estimates of sales returns and allowances, are required in the application of the Company's revenue policy and, therefore, are included in the results of operations in its Consolidated Financial Statements. Shipping and handling expenses are included in "Cost of sales," and freight charged to customers is included in "Net sales" in the Company's Consolidated Statements of Income.

The Company has rebate agreements with certain customers. These rebates are recorded as reductions of sales and are accrued using sales data and rebate percentages specific to each customer agreement. Accrued customer rebates are included in "Accrued expenses and other" in the Company's Consolidated Balance Sheets.

Accounts receivable and allowance for doubtful accounts

The Company's trade accounts receivable are non-interest bearing and are recorded at the invoiced amounts. The allowance for doubtful accounts represents the Company's best estimate of the amount of probable credit losses in existing accounts receivable. Provisions are made to the allowance for doubtful accounts at such time that collection of all or part of a trade account receivable is in question. The allowance for doubtful accounts is monitored on a regular basis and adjustments are made as needed to ensure that the account properly reflects the Company's best estimate of uncollectible trade accounts receivable. Account balances are charged off against the allowance for doubtful accounts when the Company determines that the receivable will not be recovered.

Sales to one of the Company's customers accounted for approximately 7% of the Company's net sales in 2014, 7% in 2013 and 9% in 2012, primarily in the Display and Packaging and Consumer Packaging segments. Receivables from this customer accounted for approximately 7% and 5% of the Company's total trade accounts receivable at December 31, 2014 and 2013, respectively. The Company's next largest customer comprised approximately 3% of the Company's net sales in 2014, 5% in 2013 and 5% in 2012.

Research and development

Research and development costs are charged to expense as incurred and include salaries and other directly related expenses. Research and development costs totaling approximately \$24,200 in 2014, \$20,100 in 2013 and \$20,200 in 2012 are included in "Selling, general and administrative expenses" in the Company's Consolidated Statements of Income.

Restructuring and asset impairment

Costs associated with exit or disposal activities are recognized when the liability is incurred. If assets become impaired as a result of a restructuring action, the assets are written down to fair value, less estimated costs to sell, if applicable. A number of significant estimates and assumptions are involved in the determination of fair value. The Company considers historical experience and all available information at the time the estimates are made; however, the amounts that are ultimately realized upon the sale of divested assets may differ from the estimated fair values reflected in the Company's Consolidated Financial Statements.

Cash and cash equivalents

Cash equivalents are composed of highly liquid investments with an original maturity of three months or less. Cash equivalents are recorded at cost, which approximates market.

Inventories

Inventories are stated at the lower of cost or market. The last-in, first-out (LIFO) method is used for the valuation of certain of the Company's domestic inventories, primarily metal, internally manufactured paper and paper purchased from third parties.

The LIFO method of accounting was used to determine the carrying costs of approximately 16% and 17% of total inventories at December 31, 2014 and 2013, respectively. The remaining inventories are determined on the first-in, first-out (FIFO) method.

If the FIFO method of accounting had been used for all inventories, total inventory would have been higher by \$17,908 and \$18,146 at December 31, 2014 and 2013, respectively.

Property, plant and equipment

Plant assets represent the original cost of land, buildings and equipment, less depreciation, computed under the straight-line method over the estimated useful lives of the assets, and are reviewed for impairment whenever events indicate the carrying value may not be recoverable.

Equipment lives generally range from 3 to 11 years, and buildings from 15 to 40 years.

Timber resources are stated at cost. Depletion is charged to operations based on the estimated number of units of timber cut during the year.

Goodwill and other intangible assets

The Company evaluates its goodwill for impairment at least annually, and more frequently if indicators of impairment are present. In performing the impairment test, the Company typically first makes an assessment regarding the likelihood of impairment for each reporting unit. If it is not more likely than not that goodwill is impaired for any of its reporting units, no further testing is performed. Otherwise, the Company uses discounted future cash flows to estimate the fair value of each reporting unit it believes may have a goodwill impairment giving consideration to multiples it believes could be obtained in a sale.

Alternatively, on occasion the Company will perform a discounted cash flow analysis to estimate the fair values of all of its reporting units in order to have a more recent baseline from which to judge the likelihood of impairment in subsequent years as well as assess the likelihood of current impairment. If the fair value of a reporting unit exceeds the carrying value of the reporting unit's assets, including goodwill, there is no impairment. If not, and the carrying value of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment charge is recognized for the excess. Goodwill is not amortized.

Intangible assets are amortized, usually on a straight-line basis, over their respective useful lives, which generally range from 3 to 40 years. The Company evaluates its intangible assets for impairment whenever indicators of impairment exist. The Company has no intangibles with indefinite lives.

Income taxes

The Company provides for income taxes using the asset and liability method. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting requirements and tax laws. Assets and liabilities are measured using the enacted tax rates and laws that will be in effect when the differences are expected to reverse.

Derivatives

The Company uses derivatives to mitigate the effect of fluctuations in some of its raw material and energy costs, foreign currency fluctuations and interest rate movements. The Company purchases commodities such as recovered paper, metal, resins and energy generally at market or at fixed prices that are established with the vendor as part of the purchase process for quantities expected to be consumed in the ordinary course of business. The Company may enter into commodity futures or swaps to manage the effect of price fluctuations. The Company may use foreign currency forward contracts and other risk management instruments to manage exposure to changes in foreign currency cash flows and the translation of monetary assets and liabilities on the Company's consolidated financial statements. The Company is exposed to interest-rate fluctuations as a result of using debt as a source of financing for its operations. The Company may from time to time use traditional, unleveraged interest rate swaps to adjust its mix of fixed and variable rate debt to manage its exposure to interest rate movements.

The Company records its derivatives as assets or liabilities on the balance sheet at fair value using published market prices or estimated values based on current price and/or rate quotes and discounted estimated cash flows. Changes in the fair value of derivatives are recognized either in net income or in other comprehensive income, depending on the designated purpose of the derivative. Amounts in accumulated other comprehensive income are reclassified into earnings in the same period or periods during which the hedged forecasted transaction affects earnings. It is the Company's policy not to speculate in derivative instruments.

Reportable segments

The Company identifies its reportable segments by evaluating the level of detail reviewed by the chief operating decision maker, gross profit margins, nature of products sold, nature of the production processes, type and class of customer, methods used to distribute products, and nature of the regulatory environment. Of these factors, the Company believes that the most significant are the nature of the products and the type of customers served.

Contingencies

Pursuant to U.S. GAAP for accounting for contingencies, accruals for estimated losses are recorded at the time information becomes available indicating that losses are probable and that the amounts are reasonably estimable. Amounts so accrued are not discounted.

2. New accounting pronouncements

In May 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-09, "Revenue from Contracts with Customers." ASU 2014-09 changes the definitions/criteria used to determine when revenue should be recognized from being based on risks and rewards to being based on control. It also changes the manner in which variable consideration is recognized, requires recognition of the time value of money when payment terms exceed one year, provides clarification on accounting for contract costs, and expands disclosure requirements. ASU 2014-09 is effective for reporting periods beginning after December 15, 2016. Due to the nature of the Company's business and its standard terms of sale, management currently expects that there is not likely to be a material difference for Sonoco between the current transfer of risks and rewards model and the new transfer of control model. In addition, few of the Company's sales, if any, contain an element of variable consideration or have payment terms exceeding one year. Accordingly, we do not expect the implementation of ASU 2014-09 to have a material impact on the Company's financial statements.

During the year ended December 31, 2014, there have been no other newly issued nor newly applicable accounting pronouncements that have, or are expected to have, a material impact on the Company's financial statements. Further, at December 31, 2014, there were no other pronouncements pending adoption that are expected to have a material impact on the Company's financial statements.

3. Acquisitions

The Company completed two acquisitions during 2014 at an aggregate cost of \$334,132 in cash. The most significant of these was the October 31, 2014, acquisition of the privately held Weidenhammer Packaging Group ("Weidenhammer"), a manufacturer of composite cans, drums, and luxury tubes, as well as rigid plastic containers using thin-walled injection molding technology with in-mold labeling. Markets served include processed foods, powdered beverages, tobacco, confectionery, personal care, pet food, pharmaceuticals, and home and garden products. Headquartered in Hockenheim, Germany, Weidenhammer has approximately 1,100 employees and operates 13 production facilities, including five in Germany, along with individual plants in Belgium, France, the Netherlands, the United Kingdom, the United States, Chile, Greece, and Russia. Total consideration paid for Weidenhammer was approximately \$355,316, including cash of \$323,168, and debt and other liabilities assumed totaling \$32,148. Final consideration will be subject to adjustment for the change in working capital to the date of close. The acquisition was funded with proceeds from a new three-year term loan, along with existing cash on hand. Weidenhammer is expected to generate annualized sales of approximately \$300,000 in the Company's Consumer Products segment.

The allocation of the purchase price of Weidenhammer to the tangible and intangible assets acquired and liabilities assumed was based on the Company's preliminary estimates of their fair value, based on information currently available. As the acquisition was completed close to the end of the year, management is continuing to finalize its valuation of certain assets and liabilities, including, but not limited to: property, plant and equipment; income taxes; and environmental reserves. The Company will complete the valuation of all assets and liabilities within 12 months from the date of acquisition.

Following is a summary of the fair values of the assets acquired and liabilities assumed at the acquisition date:

Trade accounts receivable	\$	32,935
Other receivables		2,215
Inventories		34,132
Prepaid expenses		1,657
Property, plant and equipment		161,475
Goodwill		109,441
Other intangible assets		71,682
Other assets		3,820
Payables to suppliers		(12,631)
Accrued expenses and other		(22,634)
Total debt		(27,904)
Pension and other postretirement benefits		(2,969)
Deferred income taxes, net		(27,077)
Noncontrolling interests		(974)
Total net assets	\$	323,168

Of the \$71,682 of acquired intangibles, \$57,557 was assigned to customer relationships with an average expected life of 12 years and \$12,151 to patents with an average expected life of 11 years. In addition, a total of \$1,974 was assigned to trade names which the Company subsequently impaired as they are not expected to be utilized. The impairment charge is included in "Restructuring/Asset impairment charges" in the Company's Consolidated Statements of Income.

Goodwill recorded in connection with the Weidenhammer acquisition totaled \$109,441. Factors comprising goodwill include efficiencies derived by the elimination of certain redundant functions and expenses due to synergies with our existing business, the ability to leverage product offerings across a broader customer base, and the value of the assembled workforce. The Company expects approximately \$10,000 of the goodwill to be tax deductible.

On May 2, 2014, the Company completed the acquisition of Dalton Paper Products, Inc., a manufacturer of tubes and cores, for a net cash cost of \$11,286. The acquisition consisted of a single manufacturing facility located in Dalton, Georgia, and is expected to generate annual sales of approximately \$20,000 for the Paper and Industrial Converted Products segment. In connection with this acquisition, the Company recorded net tangible assets of \$4,656, identifiable intangibles of \$3,380, and goodwill of \$3,250. The goodwill is not deductible for income tax purposes. Also during 2014, the Company received cash totaling \$322 in connection with the final working capital settlement related to a 2013 acquisition.

During 2013, the Company completed three acquisitions at an aggregate cost of \$4,005 in cash. These acquisitions consisted of Imagelinx, a global brand artwork management business in the United Kingdom, a small tube and core business in Australia, and a small recycling broker in the United States. The all-cash purchase price of Imagelinx, including the cost of paying off various obligations, was \$3,024. In conjunction with this acquisition, the Company recorded net tangible assets of \$2,228 and goodwill of \$796, the majority of which is expected to be tax deductible. The aggregate all-cash purchase price for the other businesses was \$981. In conjunction with these acquisitions, the Company recorded net tangible assets of \$909 and identifiable intangibles of \$72. These acquisitions are expected to generate annual sales of approximately \$12,500 (\$10,000 in the Consumer Packaging segment and \$2,500 in the Paper and Industrial Converted Products segment).

Also during 2013, the Company purchased a minority ownership in a small paper recycling business in Finland. The all-cash cost of this investment was \$3,628. This investment is recorded in Other Assets.

During 2012, the Company paid an additional \$503 in cash to complete its November 2011 acquisition of Tegrant Holding Corporation. The payment was for changes in working capital levels to the date of the closing. No other acquisitions were completed during 2012.

Acquisition-related costs of \$9,221, \$484 and \$311 were incurred in 2014, 2013 and 2012, respectively. These costs, consisting primarily of legal and professional fees, are included in "Selling, general and administrative expenses" in the Company's Consolidated Statements of Income.

The Company has accounted for these acquisitions as business combinations under the acquisition method of accounting, in accordance with the business combinations subtopic of the Accounting Standards Codification and, accordingly, has included their results of operations in the Company's consolidated statements of net income from the respective dates of acquisition.

4. Restructuring and asset impairment

The Company has engaged in a number of restructuring actions over the past several years. Actions initiated in 2014 and 2013 are reported as "2014 Actions" and "2013 Actions," respectively. Actions initiated prior to 2013, all of which were substantially complete at December 31, 2014, are reported as "2012 and Earlier Actions."

Following are the total restructuring and asset impairment charges, net of adjustments, recognized by the Company during the periods presented:

	Year Ended December 31		
	2014	2013	2012
Restructuring/Asset impairment:			
2014 Actions	\$ 15,279	\$ —	\$ —
2013 Actions	2,649	18,821	—
2012 and Earlier Actions	160	6,217	32,858
Other asset impairments	4,704	—	—
Restructuring/Asset impairment charges	\$ 22,792	\$ 25,038	\$ 32,858
Income tax benefit	(5,732)	(6,774)	(9,836)
Equity method investments, net of tax	—	—	22
Restructuring cost/(benefit) attributable to noncontrolling interests, net of tax	(52)	2	116
Total impact of restructuring/asset impairment charges, net of tax	\$ 17,008	\$ 18,266	\$ 23,160

Pretax restructuring and asset impairment charges are included in "Restructuring/Asset impairment charges" in the Consolidated Statements of Income.

The Company expects to recognize future additional costs totaling approximately \$1,100 in connection with previously announced restructuring actions. The Company believes that the majority of these charges will be incurred and paid by the end of 2015. The Company continually evaluates its cost structure, including its manufacturing capacity, and additional restructuring actions may be undertaken.

2014 Actions

During 2014, the Company announced the closures of a tube and core plant in Canada (part of the Paper and Industrial Converted Products segment); a molded foam plant in the United States and a temperature-assured packaging plant in the United States (both part of the Protective Solutions segment); and two recycling facilities—one in the United States and one in Brazil (both part of the Paper and Industrial Converted Products segment). The Consumer Packaging segment also realized significant cash and non-cash restructuring charges as the result of halting the planned start up of a rigid paper facility in Europe following the acquisition of Weidenhammer Packaging Group. In addition, the Company continued to realign its cost structure, resulting in the elimination of approximately 125 positions.

Below is a summary of 2014 Actions and related expenses by type incurred and estimated to be incurred through completion.

2014 Actions	Year Ended December 31, 2014	Estimated Total Cost
Severance and Termination Benefits		
Consumer Packaging	\$ 850	\$ 850
Display and Packaging	594	594
Paper and Industrial Converted Products	3,277	3,277
Protective Solutions	761	811
Asset Impairment/Disposal of Assets		
Consumer Packaging	2,446	2,446
Paper and Industrial Converted Products	781	781
Protective Solutions	335	335
Other Costs		
Consumer Packaging	5,246	5,546
Display and Packaging	5	5
Paper and Industrial Converted Products	647	697
Protective Solutions	337	487
Total Charges and Adjustments	\$15,279	\$15,829

The following table sets forth the activity in the 2014 Actions restructuring accrual included in "Accrued expenses and other" on the Company's Consolidated Balance Sheets:

2014 Actions Accrual Activity	Severance and Termination Benefits	Asset Impairment/ Disposal of Assets	Other Costs	Total
Liability, December 31, 2013	\$ —	\$ —	\$ —	\$ —
2014 charges	5,482	3,562	6,235	15,279
Cash receipts/(payments)	(4,574)	174	(5,767)	(10,167)
Asset write downs/disposals	—	(3,736)	—	(3,736)
Foreign currency translation	(49)	—	(5)	(54)
Liability, December 31, 2014	\$ 859	\$ —	\$ 463	\$ 1,322

Included in "Asset Impairment/Disposal of Assets" are non-cash charges stemming from the impairment of certain buildings and equipment associated with operations closed in 2014, including the impairment of certain assets under construction for a planned composite can facility in Belgium which will not be completed as a result of the Weidenhammer acquisition.

"Other Costs" include lease termination fees of \$3,633 and cancellation fees on assets under construction of \$1,135 related to the Company's decision not to continue with the planned start up of a composite can operation in Belgium following the Weidenhammer acquisition, and costs related to plant closures including equipment removal, utilities, plant security, property taxes and insurance.

The Company expects to pay the majority of the remaining 2014 Actions restructuring costs by the end of 2015 using cash generated from operations.

2013 Actions

During 2013, the Company announced the closures of a thermoforming operation in Ireland and a rigid paper packaging plant in the United States (parts of the Consumer Packaging segment), a small tube and core operation in Europe (part of the Paper and Industrial Converted Products segment), and a fulfillment service center in the United States (part of the Display and Packaging segment). The Company also sold a small corrugated box operation in the United States (part of the Protective Solutions segment) and realigned its cost structure resulting in the elimination of approximately 120 positions.

Below is a summary of 2013 Actions and related expenses by type incurred and estimated to be incurred through completion.

2013 Actions	Year Ended December 31,		Total Incurred to Date	Estimated Total Cost
	2014	2013		
Severance and Termination Benefits				
Consumer Packaging	\$ 132	\$ 4,910	\$ 5,042	\$ 5,042
Display and Packaging	464	1,404	1,868	1,868
Paper and Industrial Converted Products	997	3,347	4,344	4,344
Protective Solutions	(222)	216	(6)	(6)
Asset Impairment/Disposal of Assets				
Consumer Packaging	—	5,926	5,926	5,926
Display and Packaging	—	165	165	165
Paper and Industrial Converted Products	(597)	492	(105)	(105)
Protective Solutions	185	662	847	847
Other Costs				
Consumer Packaging	889	1,021	1,910	1,910
Display and Packaging	108	97	205	255
Paper and Industrial Converted Products	576	447	1,023	1,123
Protective Solutions	117	134	251	251
Total Charges and Adjustments	\$ 2,649	\$ 18,821	\$ 21,470	\$ 21,620

The following table sets forth the activity in the 2013 Actions restructuring accrual included in "Accrued expenses and other" on the Company's Consolidated Balance Sheets:

2013 Actions Accrual Activity	Severance and Termination Benefits	Asset Impairment/ Disposal of Assets	Other Costs	Total
Liability, December 31, 2012	\$ —	\$ —	\$ —	\$ —
2013 charges	9,877	7,245	1,699	18,821
Cash receipts/(payments)	(6,716)	6,641	(1,699)	(1,774)
Asset write downs/disposals	—	(13,886)	—	(13,886)
Foreign currency translation	97	—	—	97
Liability, December 31, 2013	\$ 3,258	\$ —	\$ —	\$ 3,258
2014 charges	2,106	315	1,766	4,187
Adjustments	(735)	(727)	(76)	(1,538)
Cash receipts/(payments)	(3,715)	855	(1,690)	(4,550)
Asset write downs/disposals	—	(443)	—	(443)
Foreign currency translation	(74)	—	—	(74)
Liability, December 31, 2014	\$ 840	\$ —	\$ —	\$ 840

"Adjustments" in 2014 include the favorable impact of settling severance obligations for less than originally anticipated and the gain from the sale of the land and building at a former tubes and cores facility in New Zealand.

The majority of the 2013 activity in "Asset Impairment/Disposal of Assets" relates to the closure of a thermoformed plastics operation in Ireland and the sale of a small corrugated box business acquired as part of the November 2011 acquisition of Tegrant. Charges related to the thermoformed plastics operation consisted of impairments of net fixed assets, spare parts inventory, and certain other intangible assets (primarily customer lists). The sale of the box business resulted in a small loss as the assets written off in connection with the sale, including net fixed assets, net working capital, goodwill, and other intangible assets (primarily customer lists), were slightly greater than the sales proceeds.

"Other Costs" consist primarily of lease termination costs and costs related to plant closures including the cost of equipment removal, utilities, plant security, property taxes and insurance. The Company expects to pay the majority of the remaining 2013 Actions restructuring costs by the end of 2015 using cash generated from operations.

2012 and Earlier Actions

2012 and Earlier Actions are comprised of a number of plant closures and workforce reductions initiated prior to 2013. Below is a summary of 2012 and Earlier Actions and related expenses by type incurred.

2012 and Earlier Actions	Year Ended December 31,		
	2014	2013	2012
Severance and Termination Benefits			
Consumer Packaging	\$ (16)	\$ 256	\$ 5,919
Display and Packaging	81	(3)	2,243
Paper and Industrial Converted Products	(197)	858	10,660
Protective Solutions	—	67	1,279
Corporate	(27)	—	297
Asset Impairment/Disposal of Assets			
Consumer Packaging	—	(284)	(665)
Display and Packaging	191	—	(791)
Paper and Industrial Converted Products	(669)	(99)	669
Protective Solutions	—	561	161
Other Costs			
Consumer Packaging	(833)	2,374	4,942
Display and Packaging	—	249	1,182
Paper and Industrial Converted Products	1,630	1,988	5,610
Protective Solutions	—	216	1,352
Corporate	—	34	—
Total Charges and Adjustments	\$ 160	\$ 6,217	\$ 32,858

The following table sets forth the activity in the 2012 and Earlier Actions restructuring accrual included in "Accrued expenses and other" on the Company's Consolidated Balance Sheets:

2012 and Earlier Actions	Severance and Termination Benefits	Asset Impairment/Disposal of Assets	Other Costs	Total
Accrual Activity				
Liability, December 31, 2012	\$ 11,452	\$ —	\$ 170	\$ 11,622
2013 charges	1,666	1,375	6,316	9,357
Adjustments	(487)	(2,641)	(12)	(3,140)
Cash receipts/(payments)	(8,114)	2,277	(6,457)	(12,294)
Asset write downs/disposals	—	(1,011)	—	(1,011)
Foreign currency translation	12	—	1	13
Liability, December 31, 2013	\$ 4,529	\$ —	\$ 18	\$ 4,547
2014 charges	97	429	1,950	2,476
Adjustments	(256)	(1,247)	(813)	(2,316)
Cash receipts/(payments)	(4,194)	2,006	(154)	(2,342)
Asset write downs/disposals	—	(1,188)	—	(1,188)
Foreign currency translation	(26)	—	(1)	(27)
Liability, December 31, 2014	\$ 150	\$ —	\$ 1,000	\$ 1,150

"Adjustments" consists primarily of gains from the sales of a former blowmolding facility in Canada and a former rigid paper facility in the United States, closed in prior years.

"Other Costs" consist primarily of costs related to demolition and cleanup costs at two former paper mills in the United States. These sites were closed in 2009 and 2008, respectively. The Company expects to recognize future pretax charges of approximately \$400 associated with 2012 and Earlier Actions.

The accrual for 2012 and Earlier Actions relates primarily to environmental remediation costs at a former paper mill in the United States. The Company expects to pay the majority of the remaining 2012 and Earlier Actions restructuring costs by the end of 2015 using cash generated from operations.

Other Asset Impairments

In addition to the restructuring charges discussed above, the Company recorded a pretax asset impairment charge of \$2,730 in the third quarter of 2014 to write off the customer list obtained in the 2008 acquisition of a small packaging fulfillment business included in the Company's Display and Packaging segment. This business provided display assembly and fulfillment services to a single customer in the pharmaceutical industry. As a result of losing this business, the Company has impaired the remaining unamortized balance of the customer list.

In the fourth quarter of 2014, the Company recorded an additional pretax impairment charge of \$1,974 related to assets purchased in its acquisition of Weidenhammer Packaging Group. The Company intends to discontinue the use of the acquired company's trade name and has determined that the fair value of the affected asset has been impaired.

These asset impairment charges are included in "Restructuring/Asset impairment charges" in the Company's Consolidated Statements of Income.

5. Cash and cash equivalents

At December 31, 2014 and 2013, outstanding checks totaling \$9,839 and \$9,034, respectively, were included in "Payable to suppliers" on the Company's Consolidated Balance Sheets. In addition, outstanding payroll checks of \$1,030 and \$501 as of December 31, 2014 and 2013, respectively, were included in "Accrued wages and other compensation" on the Company's Consolidated Balance Sheets.

The Company uses a notional pooling arrangement with an international bank to help manage global liquidity requirements. Under this pooling arrangement, the Company and its participating subsidiaries may maintain either cash deposit or borrowing positions through local currency accounts with the bank, so long as the aggregate position of the global pool is a notional net cash deposit. Because it maintains a security interest in the cash deposits, and has the right to offset the cash deposits against the borrowings, the bank provides the Company and its participating subsidiaries favorable interest terms on both. The Company's Consolidated Balance Sheets reflect a net cash deposit under this pooling arrangement of \$18,679 and \$7,863 as of December 31, 2014 and 2013, respectively.

6. Property, plant and equipment

Details of the Company's property, plant and equipment at December 31 are as follows:

	2014	2013
Land	\$ 86,453	\$ 81,905
Timber resources	40,548	40,260
Buildings	483,607	467,386
Machinery and equipment	2,851,049	2,725,435
Construction in progress	103,214	90,770
	3,564,871	3,405,756
Accumulated depreciation and depletion	(2,416,264)	(2,383,836)
Property, plant and equipment, net	\$ 1,148,607	\$ 1,021,920

Estimated costs for completion of capital additions under construction totaled approximately \$108,000 at December 31, 2014.

Depreciation and depletion expense amounted to \$169,911 in 2014, \$169,400 in 2013 and \$171,905 in 2012.

The Company has certain properties and equipment that are leased under noncancelable operating leases. Future minimum rentals under noncancelable operating leases with terms of more than one year are as follows: 2015 – \$45,800; 2016 – \$37,300; 2017 – \$26,800; 2018 – \$19,700; 2019 – \$15,000 and thereafter – \$25,800. Total rental expense under operating leases was approximately \$70,300 in 2014, \$68,500 in 2013 and \$68,200 in 2012.

7. Goodwill and other intangible assets

Goodwill

The changes in the carrying amount of goodwill by segment for the year ended December 31, 2014, are as follows:

	Consumer Packaging	Display and Packaging	Paper and Industrial Converted Products	Protective Solutions	Total
Balance as of January 1, 2014	\$ 418,765	\$ 204,629	\$ 254,648	\$ 221,165	\$ 1,099,207
Goodwill on acquisitions	109,441	—	3,250	—	112,691
Other	(231)	—	—	—	(231)
Foreign currency translation	(14,419)	—	(14,312)	—	(28,731)
Balance as of December 31, 2014	\$ 513,556	\$ 204,629	\$ 243,586	\$ 221,165	\$ 1,182,936

During 2014, the Company recorded \$109,441 of goodwill in connection with the acquisition of Weidenhammer Packaging Group, a global composite can, composite drum, and rigid plastic containers business based in Germany, and \$3,250 of goodwill in connection with the acquisition of Dalton Paper Products, a tube and core business located in Dalton, Georgia.

The Company assesses goodwill for impairment annually and from time to time when warranted by the facts and circumstances surrounding individual reporting units or the Company as a whole. As part of this testing, the Company analyzes certain qualitative and quantitative factors in determining goodwill impairment. In its most recent assessment, completed in the third quarter of 2014, the Company estimated the fair values of all of its reporting units utilizing both an income approach and a market approach. The estimated fair values reflect a number of significant management assumptions and estimates including the Company's forecast of sales volumes and prices, profit margins, income taxes, capital expenditures and changes in working capital requirements. Changes in these assumptions and/or discount rates could materially impact the estimated fair values.

When the Company estimates the fair value of a reporting unit, it does so using a discounted cash flow model based on projections of future years' operating results and associated cash flows, together with comparable trading and transaction multiples. The Company's model discounts projected future cash flows, forecasted over a ten-year period, with an estimated residual growth rate. The Company's projections incorporate management's best estimates of the expected future results, which include expectations related to new business, and, where applicable, improved operating margins. Management's projections related to revenue growth and/or margin improvements arise from a combination of factors, including expectations for volume growth with existing customers, product expansion, improved price/cost, productivity gains, fixed cost leverage, improvement in general economic conditions, increased operational capacity, and customer retention. Projected future cash flows are then discounted to present value using a discount rate management believes is commensurate with the risks inherent in the cash flows.

Based on the results of its third quarter 2014 assessments, the Company concluded that there was no impairment of goodwill for any of its reporting units. Because the Company's assessments incorporate management's expectations for the future, including forecasted growth and/or margin improvements, if there are changes in the relevant facts and circumstances and/or expectations, management's assessment regarding goodwill impairment may change as well. In considering the level of uncertainty regarding the potential for goodwill impairment, management has concluded that any such impairment would likely be the result of adverse changes in more than one assumption.

Although no reporting units failed the qualitative or quantitative assessments noted above, in management's opinion, the reporting units having the greatest risk of future impairment if actual results fall significantly short of expectations are Plastics – Blowmolding, Display and Packaging, and Tubes and Cores/Paper—Brazil. Total goodwill associated with these reporting units was approximately \$122,000, \$205,000, and \$3,300, respectively, at December 31, 2014. A large portion of sales in the Display and Packaging unit is concentrated in one customer. Management expects to retain this business; however, if a significant amount is lost and not replaced, it is possible that a goodwill impairment charge may be incurred.

There have been no triggering events subsequent to the completion of the annual goodwill impairment testing in the third quarter of 2014.

Other intangible assets

Details at December 31 are as follows:

	2014	2013
Other Intangible Assets, Gross:		
Patents	\$ 13,883	\$ 2,221
Customer lists	385,466	339,911
Trade names	19,366	21,232
Proprietary technology	17,786	17,866
Land use rights	320	323
Other	1,309	4,731
Other Intangible Assets, Gross	\$ 438,130	\$ 386,284
Accumulated Amortization	\$ (157,195)	\$ (142,364)
Other Intangible Assets, Net	\$ 280,935	\$ 243,920

The Company recorded \$75,062 of identifiable intangibles in connection with 2014 acquisitions. Of this total, \$60,877 related to customer lists, \$12,151 to patents, and \$60 to other intangible assets. In addition, a total of \$1,974 was assigned to trade names acquired as part of the Weidenhammer acquisition. This asset was subsequently impaired as they are not expected to be utilized. The customer lists will be amortized over lives ranging from 10 to 12 years, and the patents and other intangible assets will be amortized over lives ranging from three to 11 years.

Aggregate amortization expense on intangible assets was \$28,807, \$28,271 and \$28,498 for the years ended December 31, 2014, 2013 and 2012, respectively. Amortization expense on intangible assets is expected to approximate \$34,100 in 2015, \$33,100 in 2016, \$32,300 in 2017, \$31,700 in 2018 and \$30,400 in 2019.

8. Debt

Debt at December 31 was as follows:

	2014	2013
5.75% debentures due November 2040	\$ 604,353	\$ 604,520
4.375% debentures due November 2021	249,220	249,106
9.2% debentures due August 2021	4,321	4,321
5.625% debentures due November 2016	75,201	75,165
Term loan, due October 2017	250,000	—
Commercial paper, average rate of 0.22% in 2014 and 0.37% in 2013	—	—
Foreign denominated debt, average rate of 4.6% in 2014 and 4.4% in 2013	56,763	35,268
Other notes	13,307	13,078
Total debt	1,253,165	981,458
Less current portion and short-term notes	52,280	35,201
Long-term debt	\$ 1,200,885	\$ 946,257

The Company operates a \$350,000 commercial paper program, supported by a committed revolving bank credit facility of the same amount. In October 2014, the Company entered into a new credit agreement with a syndicate of eight banks for that revolving facility, together with a new \$250,000 three-year term loan. The revolving bank credit facility is committed through October 2019. If circumstances were to prevent the Company from issuing commercial paper, it has the contractual right to draw funds directly on the underlying bank credit facility. The Company had no outstanding commercial paper at December 31, 2014 or 2013. On October 30, 2014, the Company drew the new \$250,000 three-year term loan. The proceeds from this borrowing, along with existing cash on hand, were used to fund the acquisition of Weidenhammer Packaging Group on October 31, 2014. The loan has no amortization requirement, but repayment can be accelerated at any time at the discretion of the Company. Interest on the term loan is assessed at the London Interbank Offered Rate (LIBOR) plus 112.5 basis points.

In addition to the \$350,000 committed revolving bank credit facility, the Company had approximately \$106,000 available under unused short-term lines of credit at December 31, 2014. These short-term lines of credit are for general Company purposes, with interest at mutually agreed-upon rates.

Certain of the Company's debt agreements impose restrictions with respect to the maintenance of financial ratios and the disposition of assets. The most restrictive covenant currently requires the Company to maintain a minimum level of interest coverage, and a minimum level of net worth, as defined. As of December 31, 2014, the Company had substantial tolerance above the minimum levels required under these covenants.

The principal requirements of debt maturing in the next five years are: 2015 – \$52,280; 2016 – \$79,459; 2017 – \$253,492; 2018 – \$1,593 and 2019 – \$1,581.

9. Financial instruments and derivatives

The following table sets forth the carrying amounts and fair values of the Company's significant financial instruments where the carrying amount differs from the fair value.

	December 31, 2014		December 31, 2013	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Long-term debt	\$ 1,200,885	\$ 1,322,795	\$ 946,257	\$ 999,247

The carrying value of cash and cash equivalents, short-term debt and long-term variable-rate debt approximates fair value. The fair value of long-term debt is based on recent trade information in the financial markets of the Company's public debt or is determined by discounting future cash flows using interest rates available to the Company for issues with similar terms and maturities. It is considered a Level 2 fair value measurement.

Cash flow hedges

At December 31, 2014 and 2013, the Company had derivative financial instruments outstanding to hedge anticipated transactions and certain asset and liability related cash flows. To the extent considered effective, the changes in fair value of these contracts are recorded in other comprehensive income and reclassified to income or expense in the period in which the hedged item impacts earnings.

Commodity cash flow hedges

The Company has entered into certain derivative contracts to manage the cost of anticipated purchases of natural gas, aluminum, old corrugated containers (OCC), and high impact polystyrene. At December 31, 2014, natural gas swaps covering approximately 5.2 MMBTUs were outstanding. These contracts represent approximately 79% and 5% of anticipated U.S. and Canadian usage for 2015 and 2016, respectively. Additionally, the Company had swap contracts covering 2,648 metric tons of aluminum and 5,280 short tons of OCC, representing approximately 33% and 5% of anticipated usage for 2015, respectively. Also at December 31, 2014, the Company had a swap covering 540,000 gallons of benzene serving as a proxy hedge for the purchase of high impact polystyrene. This swap represents approximately 1% of anticipated purchases in 2015. The total fair values of the Company's commodity cash flow hedges were in net loss positions totaling \$(6,086) and \$(330) at December 31, 2014 and 2013, respectively. The amount of the loss included in accumulated other comprehensive loss at December 31, 2014, expected to be reclassified to the income statement during the next twelve months is \$(5,808).

Foreign currency cash flow hedges

The Company has entered into forward contracts to hedge certain anticipated foreign currency denominated sales and purchases forecasted to occur in 2014. The net positions of these contracts at December 31, 2014, were as follows:

Currency	Action	Quantity
Colombian peso	Purchase	17,614,269
Mexican peso	Purchase	363,649
Canadian dollar	Purchase	59,293
Russian ruble	Purchase	39,628
Turkish lira	Purchase	6,771
British pound	Purchase	4,043
Polish zloty	Purchase	1,128
New Zealand dollar	Sell	(3,191)
Australian dollar	Sell	(6,384)
Euro	Sell	(8,137)

The total net fair values of the Company's foreign currency cash flow hedges were \$(3,526) and \$(97) at December 31, 2014 and 2013, respectively. During 2014 and 2013, certain foreign currency cash flow hedges related to construction in progress were settled as the capital expenditures were made. A gain totaling \$2 and a loss totaling \$(81) were reclassified from accumulated other comprehensive loss and netted against the carrying value of the capitalized expenditures during the years ended December 31, 2014 and 2013, respectively. The amount of the loss included in accumulated other comprehensive loss at December 31, 2014, expected to be reclassified to the income statement during the next twelve months is \$(3,375).

Other derivatives

The Company routinely enters into forward contracts or swaps to economically hedge the currency exposure of intercompany debt and existing foreign currency denominated receivables and payables. The Company does not apply hedge accounting treatment under ASC 815 for these instruments. As such, changes in fair value are recorded directly to income and expense in the periods that they occur. The net positions of these contracts at December 31, 2014, were as follows:

Currency	Action	Quantity
Colombian peso	Purchase	14,740,896
Mexican peso	Purchase	196,066
Canadian dollar	Purchase	16,389
British pound	Sell	(4,000)
Euro	Sell	(2,747)

The fair value of the Company's other derivatives was \$(1,098) and \$415 at December 31, 2014 and 2013, respectively.

The Company has determined all derivatives for which it has applied hedge accounting under ASC 815 to be highly effective and as a result no material ineffectiveness has been recorded during the periods presented.

The following table sets forth the location and fair values of the Company's derivative instruments:

Description	Balance Sheet Location	Fair Value at December 31	
		2014	2013
Derivatives designated as hedging instruments:			
Commodity Contracts	Prepaid expenses	\$ —	\$ 535
Commodity Contracts	Other assets	\$ —	\$ 363
Commodity Contracts	Accrued expenses and other	\$(5,808)	\$(1,228)
Commodity Contracts	Other liabilities	\$ (278)	\$ —
Foreign Exchange Contracts	Prepaid expenses	\$ 574	\$ 896
Foreign Exchange Contracts	Accrued expenses and other	\$(4,100)	\$ (993)
Derivatives not designated as hedging instruments:			
Foreign Exchange Contracts	Prepaid expenses	\$ 68	\$ 468
Foreign Exchange Contracts	Accrued expenses and other	\$(1,166)	\$ (53)

While certain of the Company's derivative contract arrangements with its counterparties provide for the ability to settle contracts on a net basis, the Company reports its derivative positions on a gross basis. There are no collateral arrangements or requirements in these agreements.

The following table sets forth the effect of the Company's derivative instruments on financial performance for the twelve months ended December 31, 2014, excluding the losses on foreign currency cash flow hedges that were reclassified from accumulated other comprehensive loss to the carrying value of the capitalized expenditures:

Description	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI Into Income (Effective Portion)	Amount of Gain or (Loss)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
			Reclassified from Accumulated OCI Into Income (Effective Portion)		Gain or (Loss) Recognized
Derivatives in Cash Flow Hedging Relationships:					
Foreign Exchange Contracts	\$ (404)	Net sales	\$ 252	Net sales	\$—
		Cost of sales	\$ 2,776	Cost of sales	\$—
Commodity Contracts	\$(5,251)	Cost of sales	\$ 505	Cost of sales	\$(5)
Derivatives not designated as hedging instruments:					
Foreign Exchange Contracts		Cost of sales	Gain or (Loss) Recognized		
		Selling, general and administrative	\$(1,485)		
			\$ (28)		

The following table sets forth the effect of the Company's derivative instruments on financial performance for the twelve months ended December 31, 2013, excluding the gains on foreign currency cash flow hedges that were reclassified from accumulated other comprehensive loss to the carrying value of the capitalized expenditures:

Description	Amount of Gain or (Loss) Recognized in OCI on Derivative (Effective Portion)	Location of Gain or (Loss) Reclassified from Accumulated OCI Into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI Into Income (Effective Portion)	Location of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)	Amount of Gain or (Loss) Recognized in Income on Derivative (Ineffective Portion)
Derivatives in Cash Flow Hedging Relationships:					
Foreign Exchange Contracts	\$5,928	Net sales	\$ 4,603	Net sales	\$—
		Cost of sales	\$(2,996)	Cost of sales	\$—
Commodity Contracts	\$ 488	Cost of sales	\$(5,455)	Cost of sales	\$13
Derivatives not designated as hedging instruments:					
Foreign Exchange Contracts		Cost of sales	\$ (235)		
		Selling, general and administrative	\$ (58)		

10. Fair value measurements

Fair value is defined as exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. Fair value is a market-based measurement that is determined based on assumptions that market participants would use in pricing an asset or liability. A three-tier fair value hierarchy is used to prioritize the inputs in measuring fair value as follows:

- Level 1 – Observable inputs such as quoted market prices in active markets;
- Level 2 – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs for which there is little or no market data, which require the reporting entity to develop its own assumptions.

The following tables set forth information regarding the Company's financial assets and financial liabilities that are measured at fair value on a recurring basis:

Description	December 31, 2014	Level 1	Level 2	Level 3
Hedge derivatives, net:				
Commodity contracts	\$ (6,086)	\$ —	\$ (6,086)	\$—
Foreign exchange contracts	(3,526)	—	(3,526)	—
Non-hedge derivatives, net:				
Foreign exchange contracts	(1,098)	—	(1,098)	—
Deferred compensation plan assets	944	944	—	—
Postretirement benefit plan assets:				
Mutual funds (a)	782,211	129,028	653,183	—
Fixed income securities (b)	438,067	—	438,067	—
Common stocks	65,121	65,121	—	—
Short-term investments (c)	8,182	6,613	1,569	—
Hedge fund of funds (d)	80,974	—	80,974	—
Real estate funds (e)	49,700	—	49,700	—
Cash and accrued income	3,906	3,906	—	—
Forward contracts	2,364	—	2,364	—
Total postretirement benefit plan assets	\$1,430,525	\$204,668	\$1,225,857	\$—

Description	December 31,			
	2013	Level 1	Level 2	Level 3
Hedge derivatives, net:				
Commodity contracts	\$ (330)	\$ —	\$ (330)	\$—
Foreign exchange contracts	(97)	—	(97)	—
Non-hedge derivatives, net:				
Foreign exchange contracts	415	—	415	—
Deferred compensation plan assets	859	859	—	—
Postretirement benefit plan assets:				
Mutual funds (a)	789,863	139,657	650,206	—
Fixed income securities (b)	358,643	—	358,643	—
Common stocks	64,182	64,182	—	—
Short-term investments (c)	15,825	12,673	3,152	—
Hedge fund of funds (d)	78,389	—	78,389	—
Real estate funds (e)	45,169	—	45,169	—
Cash and accrued income	2,427	2,427	—	—
Forward contracts	(67)	—	(67)	—
Total postretirement benefit plan assets	\$1,354,431	\$218,939	\$1,135,492	\$—

(a) Mutual fund investments are comprised predominantly of equity securities of U.S. corporations with large capitalizations and also include funds invested in corporate equities in international and emerging markets and funds invested in long-term bonds.

(b) Fixed income securities include funds that invest primarily in U.S. Treasuries and long-term bonds.

(c) This category includes several money market funds used for managing overall liquidity.

(d) This category includes investments in a number of funds representing a variety of strategies intended to diversify risks and reduce volatility. It includes event-driven credit and equity investments targeted at economic policy decisions, long and short positions in U.S. and international equities, arbitrage investments and emerging market equity investments.

(e) This category includes investments in real estate funds (including office, industrial, residential and retail) primarily throughout the United States.

The Company's pension plan assets comprise more than 98% of its total postretirement benefit plan assets. The assets of the Company's various pension plans and retiree health and life insurance plans are largely invested in the same funds and investments and in similar proportions and, as such, are not shown separately, but are combined in the tables above. Postretirement benefit plan assets are netted against postretirement benefit obligations to determine the funded status of each plan. The funded status is recognized in the Company's Consolidated Balance Sheets as shown in Note 12.

As discussed in Note 9, the Company uses derivatives to mitigate the effect of raw material and energy cost fluctuations, foreign currency fluctuations and, from time to time, interest rate movements. Fair value measurements for the Company's derivatives are classified under Level 2 because such measurements are estimated based on observable inputs such as interest rates, yield curves, spot and future commodity prices and spot and future exchange rates.

Certain deferred compensation plan liabilities are funded and the assets invested in various exchange traded mutual funds. These assets are measured using quoted prices in accessible active markets for identical assets.

The Company does not currently have any nonfinancial assets or liabilities that are recognized or disclosed at fair value on a recurring basis. None of the Company's financial assets or liabilities is measured at fair value using significant unobservable inputs. There were no transfers in or out of Level 1 or Level 2 fair value measurements during the years ended December 31, 2014 or 2013.

11. Share-based compensation plans

The Company provides share-based compensation to certain employees and non-employee directors in the form of stock appreciation rights, restricted stock units and other share-based awards. Awards issued prior to 2009 were issued pursuant to the 1991 Key Employee Stock Plan (the "1991 Plan") or the 1996 Non-Employee Directors Stock Plan (the "1996 Plan"). Awards issued from 2009 through 2011 were issued pursuant to the Sonoco Products Company 2008 Long-Term Incentive Plan (the "2008 Plan") and awards issued from 2012 through 2013 were issued pursuant to the Sonoco Products Company 2012 Long-Term Incentive Plan (the "2012 Plan"). Awards issued after 2013, were issued pursuant to the Sonoco Products Company 2014 Long-Term Incentive Plan (the "2014 Plan"), which became effective upon approval by the shareholders on April 16, 2014. The maximum number of shares of common stock that may be issued under the 2014 Plan was set at 10,381,533 shares, which includes all shares remaining under the 2012 Plan and an additional 4,500,000 shares authorized under the 2014 Plan. Awards granted under all previous plans which are forfeited, expire or are cancelled without delivery of shares, or which result in forfeiture of shares back to the Company, will be added to the total shares available under the 2014 Plan. At December 31, 2014, a total of 9,361,070 shares remain available for future grant under the 2014 Plan. After the effective date of the 2014 Plan, no awards may be granted under any previous plan. The Company issues new shares for stock appreciation right exercises and stock unit conversions. Although the Company from time to time has repurchased shares to replace its authorized shares issued under its stock compensation plans, there is no specific schedule or policy to do so. The Company's stock-based awards to non-employee directors have not been material.

Accounting for share-based compensation

For stock appreciation rights granted to retiree-eligible employees, the service completion date is assumed to be the grant date; therefore, expense associated with share-based compensation to these employees is recognized at that time.

Total compensation cost for share-based payment arrangements was \$17,099, \$11,472 and \$8,851, for 2014, 2013 and 2012, respectively. The related tax benefit recognized in net income was \$6,414, \$4,163, and \$3,113, for the same years, respectively. Share-based compensation expense is included in "Selling, general and administrative expenses" in the Consolidated Statements of Income.

An "excess" tax benefit is created when the tax deduction for an exercised stock appreciation right, exercised stock option or converted stock unit exceeds the compensation cost that has been recognized in income. The excess tax benefit is not recognized on the income statement, but rather on the balance sheet as "Capital in excess of stated value." The additional net excess tax benefit realized was \$4,126, \$12,456 and \$2,682 for 2014, 2013 and 2012, respectively.

Stock appreciation rights

Since 2006, the Company has granted stock appreciation rights (SARs) annually on a discretionary basis to key employees. These SARs are granted at market (had an exercise price equal to the closing market price on the date of grant), vest over 1 year, have seven-year terms and can be settled only in stock. Stock options, which were awarded prior to 2006, were granted at market, had 10-year terms and vested over one year. Both SARs and stock options are exercisable upon vesting. On February 12, 2014, the Company granted to employees a total of 960,490 stock-settled SARs. All SARs were granted at the closing market price on the date of grant. As of December 31, 2014, unrecognized compensation cost related to nonvested SARs totaled \$198. This cost will be recognized over the remaining weighted-average vesting period of approximately two months.

The weighted-average fair value of SARs granted was \$4.72, \$6.57 and \$8.42 per share in 2014, 2013 and 2012, respectively. The Company computed the estimated fair values of all SARs using the Black-Scholes option-pricing model applying the assumptions set forth in the following table:

	2014	2013	2012
Expected dividend yield	3.0%	3.9%	3.5%
Expected stock price volatility	18.4%	24.7%	32.3%
Risk-free interest rate	1.2%	0.6%	0.6%
Expected life of SARs	4 years	4 years	4 years

The assumptions employed in the calculation of the fair value of SARs were determined as follows:

- **Expected dividend yield** – the Company's annual dividend divided by the stock price at the time of grant.
- **Expected stock price volatility** – based on historical volatility of the Company's common stock measured weekly for a time period equal to the expected life.
- **Risk-free interest rate** – based on U.S. Treasury yields in effect at the time of grant for maturities equal to the expected life.
- **Expected life** – calculated using the simplified method as prescribed in U.S. GAAP, where the expected life is equal to the sum of the vesting period and the contractual term divided by two.

The following tables summarize information about stock options and SARs outstanding and exercisable at December 31, 2014. At December 31, 2014, the fair market value of the Company's stock used to calculate intrinsic value was \$43.70 per share.

Options and SARs Vested and Expected to Vest				
Range of Exercise Prices	Number Outstanding	Weighted-average Remaining Contractual Life	Weighted-average Exercise Price	Aggregate Intrinsic Value
\$23.69 - \$32.03	717,049	3.2 years	\$29.78	\$ 9,981
\$32.85 - \$36.34	683,135	3.6 years	\$34.47	\$ 6,360
\$38.11 - \$41.58	957,460	6.1 years	\$41.58	\$ 2,033
\$23.69 - \$41.58	2,357,644	4.5 years	\$35.89	\$ 18,374

Options and SARs Exercisable				
Range of Exercise Prices	Number Exercisable	Weighted-average Remaining Contractual Life	Weighted-average Exercise Price	Aggregate Intrinsic Value
\$23.69 - \$32.03	717,049	3.2 years	\$29.78	\$ 9,981
\$32.85 - \$36.34	683,135	3.6 years	\$34.39	\$ 6,360
\$38.11 - \$41.58	1,190	2.0 years	\$39.25	\$ 5
\$23.69 - \$41.58	1,401,374	3.4 years	\$32.04	\$ 16,346

The activity related to the Company's stock options and SARs is as follows:

	Nonvested	Vested	Total	Weighted-average Exercise Price
Outstanding, December 31, 2013	838,607	2,166,080	3,004,687	\$ 31.43
Vested	(838,997)	838,997	—	—
Granted	960,490	—	960,490	\$ 41.58
Exercised	—	(1,589,503)	(1,589,503)	\$ 30.86
Forfeited/Expired	(3,830)	(14,200)	(18,030)	\$ 36.91
Outstanding, December 31, 2014	956,270	1,401,374	2,357,644	\$ 35.91

The aggregate intrinsic value of options and SARs exercised during the years ended December 31, 2014, 2013 and 2011 was \$17,328, \$13,838 and \$4,193, respectively. Cash received by the Company on option exercises was \$5,951, \$15,781 and \$9,739 for the same years, respectively.

Performance-based stock awards

The Company has granted performance contingent restricted stock units (PCUSUs) annually on a discretionary basis to certain of its executives and other members of its management team. Both the ultimate number of PCUSUs awarded and the vesting period are dependent upon the degree to which performance targets are achieved over three-year performance periods. Half of the units

available to be earned are tied to an earnings target and half are tied to a return on assets target. If the respective performance target is met, units awarded vest at the end of the three-year performance period. In the event performance targets are not met, a minimum number of units are awarded and vest 50% at the end of four years and 50% at the end of five years. Upon vesting, PCSUs are convertible into common shares on a one-for-one basis.

For the awards granted in 2014 and 2013, the total PCSUs that could ultimately vest ranges from 284,205 to 852,615. The 2014 awards can range from 133,160 to 399,480 units and are tied to the three-year period ending December 31, 2016. The 2013 awards can range from 151,045 to 453,135 units and are tied to the three-year period ending December 31, 2015.

The three-year performance cycle for the 2012 awards was completed on December 31, 2014. Based on performance, only 160,868 stock units will be awarded, which was the minimum provided for under the award. A total of 144,780 stock units qualified for vesting on December 31, 2014 with an intrinsic value of \$4,059. Approximately half of the remaining 16,088 stock units will vest on December 31, 2015, and the remaining amount will vest on December 31, 2016.

The three-year performance cycle for the 2011 awards was completed on December 31, 2013. Based on performance, 123,413 stock units were awarded, the minimum provided under the award. A total of 61,707 stock units vested on December 31, 2014, with the remaining 61,706 stock units vesting on December 31, 2015. The intrinsic value of the stock units vesting in 2014 was \$1,955.

Noncash stock-based compensation associated with PCSUs totaled \$9,719, \$2,164 and \$5,354 for 2014, 2013 and 2012, respectively. As of December 31, 2014, there was approximately \$12,213 of total unrecognized compensation cost related to nonvested PCSUs. This cost is expected to be recognized over a weighted-average period of 14 months.

Restricted stock awards

From time to time, the Company grants awards of restricted stock units to certain of its executives and directors. These awards normally vest over a five-year period with one-third vesting on each of the third, fourth and fifth anniversaries of the grant, but may vest over a shorter period in some circumstances. A participant must be actively employed by, or serving as a director of, the Company on the vesting date for shares to be issued. However, in the event of the participant's death, disability or retirement prior to full vesting, shares will be issued on a pro rata basis up through the time the participant's employment or service ceases. Participants can elect to defer receipt. Once vested, these awards do not expire. As of December 31, 2014, a total of 229,182 restricted stock units remained outstanding, 108,103 of which were vested. During 2014, 31,387 restricted stock units vested and 2,555 restricted stock units were granted. Noncash stock-based compensation associated with restricted stock grants totaled \$1,153, \$869 and \$365 for 2014, 2013 and 2012, respectively. As of December 31, 2014, there was \$1,648 of total unrecognized compensation cost related to nonvested restricted stock units. This cost is expected to be recognized over a weighted-average period of 22 months.

The activity related to the PCSUs and restricted stock units is as follows:

	Nonvested	Vested	Total	Average Grant Date Fair Value Per Share
Outstanding, December 31, 2013	792,929	288,736	1,081,665	\$ 29.85
Granted	272,185	1,176	273,361	\$ 36.26
Performance adjustments	85,773	—	85,773	\$ 34.91
Vested	(244,254)	244,254	—	
Converted	—	(11,457)	(11,457)	\$ 29.21
Dividend equivalents	4,755	8,787	13,542	\$ 42.12
Outstanding, December 31, 2014	911,388	531,496	1,442,884	\$ 31.55

Deferred compensation plans

Certain officers and directors of the Company may elect to defer a portion of their compensation in the form of stock units. Units are granted as of the day the cash compensation would have otherwise been paid using the closing price of the Company's common stock on that day. The units immediately vest and earn dividend equivalents. Units are distributed in the form of common stock upon retirement over a period elected by the employee or director. Cash compensation totaling \$1,544 was deferred as stock units during 2014, resulting in 37,440 units being granted.

Since 2006, non-employee directors have been required to defer a minimum of 50% of their quarterly retainer fees into stock units. Units are granted as of the day the cash compensation would have otherwise been paid using the closing price of the Company's common stock on that day. The units immediately vest and earn dividend equivalents. Distributions begin after retirement from the board over a period elected by the director.

12. Employee benefit plans

Retirement plans and retiree health and life insurance plans

The Company provides non-contributory defined benefit pension plans for a majority of its employees in the United States, and certain of its employees in Mexico, Belgium, Germany, Greece, France, and Turkey. The Company also sponsors contributory defined benefit pension plans covering the majority of its employees in the United Kingdom, Canada and the Netherlands.

Effective December 31, 2003, the Company froze participation for newly hired salaried and non-union hourly U.S. employees in its traditional defined benefit pension plan. At that time, the Company adopted a defined contribution plan, the Sonoco Investment and Retirement Plan (SIRP), which covers its non-union U.S. employees hired on or after January 1, 2004. On February 4, 2009, the U.S. qualified defined benefit pension plan was amended to freeze plan benefits for all active participants effective December 31, 2018. Active participants of the U.S. qualified plan had a one-time option to transfer into the SIRP effective January 1, 2010. Approximately one third of the active participants chose that option. Remaining active participants in the U.S. qualified plan will become participants of the SIRP effective January 1, 2019.

The Company also provides postretirement healthcare and life insurance benefits to a limited number of its retirees and their dependents in the United States and Canada, based on certain age and/or service eligibility requirements.
The components of net periodic benefit cost include the following:

	2014	2013	2012
Retirement Plans			
Service cost	\$ 21,826	\$ 25,198	\$ 23,551
Interest cost	73,505	67,235	69,928
Expected return on plan assets	(93,198)	(86,545)	(83,758)
Amortization of net transition obligation	405	438	483
Amortization of prior service cost	697	569	409
Amortization of net actuarial loss	26,523	43,776	37,904
Effect of settlement loss	—	1,947	70
Other	77	—	—
Net periodic benefit cost	\$ 29,835	\$ 52,618	\$ 48,587
Retiree Health and Life Insurance Plans			
Service cost	\$ 726	\$ 891	\$ 820
Interest cost	1,034	942	1,120
Expected return on plan assets	(1,599)	(1,510)	(1,526)
Amortization of prior service credit	(1,381)	(2,969)	(6,491)
Amortization of net actuarial gain	(259)	—	(2)
Net periodic benefit income	\$ (1,479)	\$ (2,646)	\$ (6,079)

The following tables set forth the Plans' obligations and assets at December 31:

	Retirement Plans		Retiree Health and Life Insurance Plans	
	2014	2013	2014	2013
Change in Benefit Obligation				
Benefit obligation at January 1	\$ 1,596,458	\$ 1,734,556	\$ 27,521	\$ 32,581
Service cost	21,826	25,198	726	891
Interest cost	73,505	67,235	1,034	942
Plan participant contributions	486	528	1,049	1,040
Plan amendments	812	1,927	—	—
Actuarial loss/(gain)	278,428	(137,365)	736	(4,349)
Benefits paid	(91,078)	(90,403)	(3,568)	(3,542)
Impact of foreign exchange rates	(26,791)	(836)	(47)	(42)
Effect of settlements	—	(4,382)	—	—
Acquisitions	3,460	—	—	—
Benefit obligation at December 31	\$ 1,857,106	\$ 1,596,458	\$ 27,451	\$ 27,521

	Retirement Plans		Retiree Health and Life Insurance Plans	
	2014	2013	2014	2013
Change in Plan Assets				
Fair value of plan assets at January 1	\$ 1,331,934	\$ 1,267,386	\$ 22,497	\$ 21,183
Actual return on plan assets	144,209	134,229	2,323	2,795
Company contributions	53,020	31,591	875	1,126
Plan participant contributions	486	528	1,049	1,040
Benefits paid	(91,078)	(90,403)	(3,568)	(3,542)
Impact of foreign exchange rates	(23,849)	(952)	—	—
Effect of settlements	—	(4,382)	—	—
Expenses paid	(7,261)	(6,063)	(112)	(105)
Fair value of plan assets at December 31	\$ 1,407,461	\$ 1,331,934	\$ 23,064	\$ 22,497
Funded Status of the Plans	\$ (449,645)	\$ (264,524)	\$ (4,387)	\$ (5,024)

	Retirement Plans		Retiree Health and Life Insurance Plans	
	2014	2013	2014	2013
Total Recognized Amounts in the Consolidated Balance Sheets				
Noncurrent assets	\$ 3,151	\$ 7,374	\$ —	\$ —
Current liabilities	(12,759)	(13,034)	(831)	(801)
Noncurrent liabilities	(440,037)	(258,864)	(3,556)	(4,223)
Net liability	\$ (449,645)	\$ (264,524)	\$ (4,387)	\$ (5,024)

Items not yet recognized as a component of net periodic pension cost that are included in Accumulated Other Comprehensive Loss (Income) as of December 31, 2014 and 2013, are as follows:

	Retirement Plans		Retiree Health and Life Insurance Plans	
	2014	2013	2014	2013
Net actuarial loss	\$ 725,714	\$ 518,275	\$ (2,818)	\$ (3,178)
Prior service cost/(credit)	4,023	3,991	(103)	(1,438)
Net transition obligation	65	470	—	—
	\$ 729,802	\$ 522,736	\$ (2,921)	\$ (4,616)

The amounts recognized in Other Comprehensive Loss/(Income) during December 31, 2014 and 2013 include the following:

	Retirement Plans		Retiree Health and Life Insurance Plans	
	2014	2013	2014	2013
Adjustments arising during the period:				
Net actuarial loss/(gain)	\$ 233,962	\$ (178,648)	\$ 101	\$ (5,527)
Prior service cost/(credit)	729	1,902	(46)	—
Net settlements/curtailments	—	(1,947)	—	—
Reversal of amortization:				
Net actuarial loss	(26,523)	(43,776)	259	—
Prior service cost/(credit)	(697)	(569)	1,381	2,969
Net transition obligation	(405)	(438)	—	—
Total recognized in other comprehensive loss/(income)	\$ 207,066	\$ (223,476)	\$ 1,695	\$ (2,558)
Total recognized in net periodic benefit cost and other comprehensive loss/(income)	\$ 236,901	\$ (170,858)	\$ 216	\$ (5,204)

Of the amounts included in Accumulated Other Comprehensive Loss/(Income) as of December 31, 2014, the portions the Company expects to recognize as components of net periodic benefit cost in 2015 are as follows:

	Retirement Plans	Retiree Health and Life Insurance Plans
Net actuarial loss	\$40,691	\$ (22)
Prior service cost/(credit)	760	(104)
Net transition obligation	65	—
	\$41,516	\$(126)

The accumulated benefit obligation for all defined benefit plans was \$1,799,216 and \$1,539,382 at December 31, 2014 and 2013, respectively.

The projected benefit obligation (PBO), accumulated benefit obligation (ABO) and fair value of plan assets for pension plans with accumulated benefit obligations in excess of plan assets were, \$1,811,459, \$1,757,235 and \$1,358,663, respectively, as of December 31, 2014, and \$1,510,804, \$1,461,700 and \$1,238,906, respectively, as of December 31, 2013.

The following table sets forth the Company's projected benefit payments for the next ten years:

Year	Retirement Plans	Retiree Health and Life Insurance Plans
2015	\$ 89,192	\$ 2,814
2016	\$ 87,516	\$ 2,823
2017	\$ 90,382	\$ 2,753
2018	\$ 92,880	\$ 2,676
2019	\$ 95,541	\$ 2,558
2019-2023	\$512,446	\$10,041

Assumptions

The following tables set forth the major actuarial assumptions used in determining the PBO, ABO and net periodic cost:

Weighted-average assumptions used to determine benefit obligations at December 31	U.S. Retirement Plans	U.S. Retiree Health and Life Insurance Plans	Foreign Plans
Discount Rate			
2014	4.00%	3.52%	3.49%
2013	4.78%	4.03%	4.51%
Rate of Compensation Increase			
2014	3.99%	3.42%	3.51%
2013	3.99%	3.44%	3.80%

Weighted-average assumptions used to determine net periodic benefit cost for years ended December 31	U.S. Retirement Plans	U.S. Retiree Health and Life Insurance Plans	Foreign Plans
Discount Rate			
2014	4.78%	4.03%	4.51%
2013	3.90%	3.16%	4.36%
2012	4.45%	3.76%	4.98%
Expected Long-term Rate of Return			
2014	7.66%	7.39%	5.57%
2013	7.65%	7.42%	5.57%
2012	7.79%	7.52%	6.10%
Rate of Compensation Increase			
2014	3.99%	3.44%	3.80%
2013	4.29%	3.51%	3.46%
2012	4.63%	4.15%	3.45%

The Company adjusts its discount rates at the end of each fiscal year based on yield curves of high-quality debt instruments over durations that match the expected benefit payouts of each plan. The expected long-term rate of return assumption is based on the Company's current and expected future portfolio mix by asset class, and expected nominal returns of these asset classes using an economic "building block" approach. Expectations for inflation and

real interest rates are developed and various risk premiums are assigned to each asset class based primarily on historical performance. The expected long-term rate of return also gives consideration to the expected level of outperformance to be achieved on that portion of the Company's investment portfolio under active management. The assumed rate of compensation increase reflects historical experience and management's expectations regarding future salary and incentive increases.

Medical trends

The U.S. Retiree Health and Life Insurance Plan makes up approximately 98% of the Retiree Health liability. Therefore, the following information relates to the U.S. plan only.

Healthcare Cost Trend Rate	Pre-age 65	Post-age 65
2014	8.00%	8.00%
2013	8.00%	8.00%
Ultimate Trend Rate	Pre-age 65	Post-age 65
2014	5.60%	5.60%
2013	5.60%	5.60%
Year at which the Rate Reaches the Ultimate Trend Rate	Pre-age 65	Post-age 65
2014	2042	2044
2013	2045	2045

Increasing the assumed trend rate for healthcare costs by one percentage point would increase the accumulated postretirement benefit obligation (the APBO) and total service and interest cost component approximately \$516 and \$49, respectively. Decreasing the assumed trend rate for healthcare costs by one percentage point would decrease the APBO and total service and interest cost component approximately \$472 and \$44, respectively. Based on amendments to the U.S. plan approved in 1999, which became effective in 2003, cost increases borne by the Company are limited to the Urban CPI, as defined.

Plan changes and amendments

During 2010, certain retiree medical benefits and life insurance coverage under the Company's U.S. Retiree Medical and Life Insurance Plan were changed, reducing the accumulated postretirement benefit obligation by \$4,566. The resulting prior service credit is being amortized over a period of approximately four years.

During 2009, the Company's U.S. qualified defined benefit pension plan was amended to allow a lump sum payment option upon termination to plan participants who chose to freeze their benefit December 31, 2009, and move to the SIRP. The effect of this and other smaller amendments was a reduction in the projected benefit obligation of \$4,300.

Also during 2009, the Company amended its U.S. Retiree Medical and Life Insurance Plan to freeze the Company subsidy for both pre- and post-Medicare retiree medical coverage at 2009 levels effective January 1, 2010, and to eliminate any early retirement reduction factor applied to the Company subsidy for pre-Medicare coverage for current retirees as of December 31, 2009. In addition, the Company will no longer provide post-Medicare retiree medical coverage to its active employees or post-1981 retirees, except for certain union groups. The impact of these changes was an overall reduction in the accumulated postretirement benefit obligation of \$17,625, which was amortized over a period of 3.3 years. The benefit from amortizing these prior service credits ended in 2013.

Retirement plan assets

The following table sets forth the weighted-average asset allocations of the Company's retirement plans at December 31, 2014 and 2013, by asset category.

Asset Category		U.S.	U.K.	Canada
Equity securities	2014	49.9%	49.2%	56.8%
	2013	53.2%	53.9%	64.0%
Debt securities	2014	37.8%	49.6%	43.0%
	2013	34.5%	44.8%	35.4%
Alternative	2014	12.2%	—%	—%
	2013	12.0%	—%	—%
Cash and short-term investments	2014	0.1%	1.2%	0.2%
	2013	0.3%	1.3%	0.6%
Total	2014	100.0%	100.0%	100.0%
	2013	100.0%	100.0%	100.0%

The Company employs a total-return investment approach whereby a mix of equities and fixed income investments are used to maximize the long-term return of plan assets for a desired level of risk. Alternative assets such as real estate funds, private equity funds and hedge funds are used to enhance expected long-term returns while improving portfolio diversification. Risk tolerance is established through consideration of plan liabilities, plan funded status and corporate financial condition. Investment risk is measured and monitored on an ongoing basis through periodic investment portfolio reviews and periodic asset/liability studies.

At December 31, 2014, postretirement benefit plan assets totaled \$1,407,461, of which \$1,068,535 were assets of the U.S. Defined Benefit Plans.

U.S. defined benefit plans

The equity investments consist of direct ownership and funds and are diversified among U.S. and non-U.S. stocks of small to large capitalizations. Following the December 2010 amendment that split the U.S. qualified defined benefit pension plan into the Active Plan and the Inactive Plan effective January 1, 2011, the Company completed separate asset/liability studies for both plans during 2011 and adopted revised investment guidelines for each. The revised guidelines establish a dynamic de-risking framework that will gradually shift the allocation of assets to long-duration domestic fixed income from equity and other asset categories, as the relative funding ratio of each plan increases over time. The current target allocation (midpoint) for the Inactive Plan investment portfolio is: Equity Securities – 49%, Debt Securities – 40%, Alternative – 11% and Cash – 0%. The current target allocation (midpoint) for the Active Plan investment portfolio is: Equity Securities – 57%, Debt Securities – 30%, Alternative – 13% and Cash – 0%.

United Kingdom defined benefit plan

The equity investments consist of direct ownership and funds and are diversified among U.K. and international stocks of small and large capitalizations. The current target allocation (midpoint) for the investment portfolio is: Equity Securities – 48%, Debt Securities – 51%, Alternative – 0% and Cash – 1%.

Canada defined benefit plan

The equity investments consist of direct ownership and funds and are diversified among Canadian and international stocks of primarily large capitalizations and short to intermediate duration corporate and government bonds. The current target allocation (midpoint) for the investment portfolio is: Equity Securities – 60%, Debt Securities – 40%, Alternative – 0% and Cash – 0%.

Retiree health and life insurance plan assets

The following table sets forth the weighted-average asset allocations by asset category of the Company's retiree health and life insurance plan.

Asset Category	December 31, 2014	December 31, 2013
Equity securities	59.1%	59.1%
Debt securities	34.5%	34.0%
Alternative	6.3%	6.6%
Cash	0.1%	0.3%
Total	100.0%	100.0%

Contributions

Based on current actuarial estimates, the Company anticipates that the total contributions to its retirement plans and retiree health and life insurance plans, excluding contributions to the Sonoco Savings Plan, will be approximately \$36,200 in 2015. No assurances can be made, however, about funding requirements beyond 2015, as they will depend largely on actual investment returns and future actuarial assumptions.

Sonoco Investment and Retirement Plan

The Sonoco Investment and Retirement Plan (SIRP) is a defined contribution pension plan provided for the Company's salaried and non-union U.S. employees who were hired on or after January 1, 2004, or those former participants in the Company's U.S. qualified defined benefit pension plan who elected to transfer into the SIRP under a one-time option effective January 1, 2010. The Company makes an annual contribution of 4% of all eligible pay plus 4% of eligible pay in excess of the Social Security wage base to eligible participant accounts. Participants are fully vested after five years of service or upon reaching age 55, if earlier. The Company's expenses related to the plan for 2014, 2013 and 2012 were approximately \$12,079, \$11,974 and \$10,350, respectively. Cash contributions to the SIRP totaled \$12,049, \$9,290 and \$8,920 in 2014, 2013 and 2012, respectively.

Sonoco Savings Plan

The Sonoco Savings Plan is a defined contribution retirement plan provided for the Company's U.S. employees. The plan provides for participant contributions of 1% to 30% of gross pay. Since January 1, 2010, the Company has matched 50% on the first 4% of compensation contributed by the participant as pretax contributions. The Company's expenses related to the plan for 2014, 2013 and 2012 were approximately \$11,400, \$10,700 and \$8,920, respectively.

Other plans

The Company also provides retirement and postretirement benefits to certain other non-U.S. employees through various Company-sponsored and local government sponsored defined contribution arrangements. For the most part, the liabilities related to these arrangements are funded in the period they arise. The Company's expenses for these plans were not material for all years presented.

13. Income taxes

The provision for taxes on income for the years ended December 31 consists of the following:

	2014	2013	2012
Pretax income			
Domestic	\$ 224,683	\$ 217,305	\$ 202,594
Foreign	114,437	87,264	84,480
Total pretax income	\$ 339,120	\$ 304,569	\$ 287,074
Current			
Federal	\$ 40,600	\$ 32,691	\$ 57,424
State	6,889	2,207	5,891
Foreign	31,129	25,089	22,123
Total current	\$ 78,618	\$ 59,987	\$ 85,438
Deferred			
Federal	\$ 29,078	\$ 33,937	\$ 13,552
State	5,067	4,080	6,303
Foreign	(3,841)	(1,801)	(1,534)
Total deferred	\$ 30,304	\$ 36,216	\$ 18,321
Total taxes	\$ 108,922	\$ 96,203	\$ 103,759

Deferred tax liabilities/(assets) are comprised of the following at December 31:

	2014	2013
Depreciation	\$ 129,832	\$ 117,752
Intangibles	197,990	161,707
Gross deferred tax liabilities	\$ 327,822	\$ 279,459
Retiree health benefits	\$ (5,306)	\$ (7,468)
Foreign loss carryforwards	(70,874)	(83,033)
U.S. Federal loss carryforwards	(11,102)	(19,553)
Capital loss carryforwards	—	(3,053)
Employee benefits	(183,527)	(120,551)
Accrued liabilities and other	(103,225)	(79,574)
Gross deferred tax assets	\$ (374,034)	\$ (313,232)
Valuation allowance on deferred tax assets	\$ 63,231	\$ 60,856
Total deferred taxes, net	\$ 17,019	\$ 27,083

Federal operating loss carryforwards of approximately \$31,700 remain from the Tegrant acquisition. The use of these losses is limited by U.S. tax law, but it is expected that these losses will be fully utilized prior to their expiration. These carryforwards expire at various times between 2023 and 2031, depending on the year incurred. The Company does not have any other U.S. federal operating loss carryforwards. Foreign subsidiary loss carryforwards of approximately \$284,300 remain at December 31, 2014. Their use is limited to future taxable earnings of the respective foreign subsidiaries. Approximately \$221,500 of these loss carryforwards do

not have an expiration date. Of the remaining foreign subsidiary loss carryforwards, approximately \$17,900 expire within the next five years and approximately \$44,900 expire between 2020 and 2034. Approximately \$10,000 of state loss carryforwards and \$15,000 of state credit carryforwards remain at December 31, 2014. These state loss and credit carryforwards are limited to future taxable earnings of the respective legal entity and expire between 2015 and 2029.

Results for the year ended December 31, 2014, include an out-of-period adjustment to record a valuation allowance on deferred tax assets primarily related to the pension plan of a foreign subsidiary. This valuation allowance should have been established in prior years when the deferred tax assets were recognized. The cumulative adjustment made to correct this error resulted in a reduction of reported long-term deferred income tax assets of \$11,516, with a corresponding increase in accumulated other comprehensive loss through a decrease in current period comprehensive income. The effect of this error was not considered material to the Company's current financial statements or to any of the Company's previously issued financial statements.

A reconciliation of the U.S. federal statutory tax rate to the actual consolidated tax expense is as follows:

	2014		2013		2012	
Statutory tax rate	\$ 118,692	35.0%	\$ 106,699	35.0%	\$ 100,476	35.0%
State income taxes, net of federal tax benefit	8,465	2.5	6,146	2.0%	4,444	1.5%
Valuation allowance	(2,992)	(0.9)	(747)	(0.2)%	5,201	1.8%
Tax examinations including change in reserve for uncertain tax positions	(2,109)	(0.6)	(1,421)	(0.5)%	424	0.1%
Adjustments to prior year deferred taxes	(3,720)	(1.1)	(672)	(0.2)%	(2,111)	(0.7)%
Foreign earnings taxed at other than U.S. rates	(9,621)	(2.8)	(6,639)	(2.1)%	(8,224)	(2.9)%
U.S. taxes on dividends from foreign subsidiaries	—	—	—	—%	11,744	4.1%
Effect of tax rate changes enacted during the year	81	—	(915)	(0.3)%	(1,399)	(0.5)%
Deduction related to qualified production activities	(4,903)	(1.2)	(3,819)	(1.3)%	(4,325)	(1.5)%
Other, net	4,129	1.2	(2,329)	(0.8)%	(2,471)	(0.8)%
Total taxes	\$ 108,922	32.1%	\$ 96,203	31.6%	\$ 103,759	36.1%

The change in "Tax examinations including change in reserve for uncertain tax positions" is shown net of associated deferred taxes and accrued interest. Included in the change are net increases of approximately \$3,500, \$4,500 and \$4,300 for uncertain items arising in 2014, 2013 and 2012, respectively. Also included are adjustments related to prior year items, primarily decreases related to lapses of statutes of limitations in international, federal and state jurisdictions as well as overall changes in facts and judgment. These adjustments decreased the reserve by a total of approximately \$(5,600), \$(5,400) and \$(3,800) in 2014, 2013 and 2012, respectively.

In many of the countries in which the Company operates, earnings are taxed at rates lower than in the U.S. This benefit is reflected in "Foreign earnings taxed at other than U.S. rates" along with other items, if any, that impacted taxes on foreign earnings in the periods presented.

The benefits included in "Adjustments to prior year deferred taxes" for each of the years presented consist primarily of adjustments to deferred tax assets and liabilities arising from the availability of more accurate estimates and the correction of errors that arose in, and are immaterial to, prior years.

During 2012, the Company initiated a repatriation of approximately \$260,000 of cash from certain foreign subsidiaries and accrued the U.S. tax liability associated with these payments, most of which were a return of capital, at that time. The repatriation was completed in 2013.

Undistributed earnings of international subsidiaries totaled approximately \$687,000 at December 31, 2014. Deferred taxes have not been provided on the undistributed earnings, as the Company considers these amounts to be indefinitely reinvested to finance the growth and expansion of its international operations. Computation of the potential deferred tax liability associated with those unremitted earnings deemed to be indefinitely reinvested is not practicable. If such amounts were remitted, loaned to the Company, or the stock in the foreign subsidiaries sold, these earnings could become subject to tax.

Reserve for uncertain tax positions

The following table sets forth the reconciliation of the gross amounts of unrecognized tax benefits at the beginning and ending of the periods indicated:

	2014	2013	2012
Gross Unrecognized Tax Benefits at January 1	\$ 28,800	\$ 31,300	\$ 32,800
Increases in prior years' unrecognized tax benefits	6,800	1,100	4,300
Decreases in prior years' unrecognized tax benefits	(5,500)	(1,800)	(4,200)
Increases in current year's unrecognized tax benefits	4,600	4,100	4,300
Decreases in unrecognized tax benefits from the lapse of statutes of limitations	(5,900)	(5,300)	(4,700)
Settlements	(2,800)	(600)	(1,200)
Gross Unrecognized Tax Benefits at December 31	\$ 26,000	\$ 28,800	\$ 31,300

Of the unrecognized tax benefit balances at December 31, 2014 and December 31, 2013, approximately \$18,400 and \$22,200, respectively, would have an impact on the effective tax rate if ultimately recognized.

Interest and/or penalties related to income taxes are reported as part of income tax expense. The Company had approximately \$2,800 and \$4,100 accrued for interest related to uncertain tax positions at December 31, 2014 and December 31, 2013, respectively. Tax expense for the year ended December 31, 2014, includes approximately \$900 of interest benefit, which is comprised of an interest benefit of approximately \$2,400 related to the expiration of statutes of limitations and other releases and interest expense of \$1,500 on unrecognized tax benefits. The amounts listed above for accrued interest and interest expense do not reflect

the benefit of a federal tax deduction which would be available if the interest were ultimately paid.

The Company and/or its subsidiaries file federal, state and local income tax returns in the United States and various foreign jurisdictions. With few exceptions, the Company is no longer subject to U.S. federal, or non-U.S., income tax examinations by tax authorities for years before 2011. With respect to state and local income taxes, the Company is no longer subject to examination prior to 2010, with few exceptions.

The Company has \$1,500 of reserves for uncertain tax benefits for which it believes it is reasonably possible that a resolution may be reached within the next twelve months. The estimate for the potential outcome of any uncertain tax issue is highly judgmental. The Company believes it has adequately provided for any reasonably foreseeable outcome related to these matters. However, future results may include favorable or unfavorable adjustments to estimated tax liabilities in the period the assessments are made or resolved or when statutes of limitation on potential assessments expire. Additionally, the jurisdictions in which earnings or deductions are realized may differ from current estimates. As a result, the effective tax rate may fluctuate significantly on a quarterly basis.

14. Commitments and contingencies

Pursuant to U.S. GAAP, accruals for estimated losses are recorded at the time information becomes available indicating that losses are probable and that the amounts are reasonably estimable. As is the case with other companies in similar industries, the Company faces exposure from actual or potential claims and legal proceedings from a variety of sources. Some of these exposures, as discussed below, have the potential to be material.

Environmental matters

The Company is subject to a variety of environmental and pollution control laws and regulations in all jurisdictions in which it operates.

Fox River

The Site

During the fourth quarter of 2005, the U.S. Environmental Protection Agency (EPA) notified U.S. Paper Mills Corp. (U.S. Mills), a wholly owned subsidiary of the Company, that U.S. Mills and NCR Corporation (NCR), an unrelated party, would be jointly held responsible to undertake a program to remove and dispose of certain PCB-contaminated sediments at a particular site on the lower Fox River in Wisconsin (the "Site") which is now labeled by the EPA as Phase 1. U.S. Mills and NCR reached an agreement between themselves that each would fund 50% of the costs of remediation of the Site. The Company acquired U.S. Mills in 2001, and the alleged contamination predates the acquisition. Because the discharges of hazardous materials into the environment occurred before the Company acquired U.S. Mills, and U.S. Mills has been operated as a separate subsidiary of the Company, the Company does not believe that it bears financial responsibility for these legacy environmental liabilities of U.S. Mills.

Operating Units 2-5

In February 2007, the EPA and Wisconsin Department of Natural Resources (WDNR) issued a general notice of potential liability under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA) and a request to participate in remedial action implementation negotiations relating to a stretch of the lower Fox River, including the bay at Green Bay (Operating Units 2 – 5), to eight potentially responsible parties, including U.S. Mills. Operating Units 2 – 5 include, but also comprise, a vastly larger area than the Site. On November 13, 2007, the EPA issued a unilateral Administrative Order for Remedial Action pursuant to Section 106 of CERCLA. The order requires U.S. Mills and the seven other respondents jointly to take various actions to clean up Operating Units 2 – 5.

Pending lawsuits

On June 12, 2008, NCR and Appleton Papers, Inc. (API), as plaintiffs, commenced suit in the United States District Court for the Eastern District of Wisconsin (No. 8-CV-16-WCG) against U.S. Mills, as one of a number of defendants, seeking a declaratory judgment allocating among all the parties the costs and damages associated with the pollution and cleanup of the Operating Units 2 – 5. The suit also seeks damages from the defendants for amounts already spent by the plaintiffs, including natural resource damages, and future amounts to be spent by all parties with regard to the pollution and cleanup of the Operating Units 2 – 5. On December 16, 2009, the court issued an order which concluded that, under the equities of the case, NCR and API were not entitled to any contribution from U.S. Mills and other defendants, thereby granting the defendants' motions for summary judgment and denying the plaintiffs' motions for summary judgment. Subsequent to the December 2009 ruling, U.S. Mills and other defendants made motions to have the court rule that, on the same basis as the December 2009 ruling, NCR would be responsible for any costs that U.S. Mills and the other defendants might incur, or have incurred—past, present and future. These motions have been granted by the court. The orders in this case were appealed to the United States Court of Appeals for the Seventh Circuit (7th Circuit). The 7th Circuit has remanded the case to the District Court for reconsideration.

On October 14, 2010, the EPA and WDNR filed suit against NCR, API (now named Appvion), U.S. Mills and nine other defendants in the United States District Court for the Eastern District of Wisconsin (District Court) (No. 10-CV-910-WCG) pursuant to Sections 106 and 107 of CERCLA. The plaintiffs seek to recover unreimbursed costs incurred for activities undertaken in response to the release and threatened release of hazardous substances from facilities at or near Operating Units 2 – 5 as well as damages for injury to, loss of, and destruction of natural resources resulting from such releases. The plaintiffs also seek a ruling that the defendants are liable for future response costs of the plaintiffs and requiring the defendants to comply with the unilateral Administrative Order for Remedial Action discussed above and in prior filings. On March 26, 2014, U.S. Mills and five other defendants reached a conditional agreement with the EPA and WDNR to settle various issues in the litigation related to Operating Units 2 – 5. U.S. Mills' portion of the proposed settlement is \$14,700. The settlement was approved by the District Court on February 6, 2015, but the approval is subject to being, and is expected to be, appealed. The deadline for filing appeals is March 9, 2015. The terms of the settlement will protect U.S. Mills from contribution claims under Section 106 of CERCLA, but not from claims by Appvion under Section 107. U.S. Mills plans to continue to defend its interests in pending lawsuits related to Operating Units 2 – 5 vigorously.

Since 2007, the Company has expended a total of \$78,475 for potential liabilities associated with Operating Units 2 – 5 (including \$17,650 for remediation at the Site) and through December 31,

2014, has spent a total of \$40,700, including \$14,467 for remediation, \$14,700 for the funding of the proposed settlement with the EPA and WDNR, and \$11,533 for all other costs, primarily legal fees, leaving a reserve of \$37,775 remaining at December 31, 2014 for potential liabilities associated with Operating Units 2 – 5 (including the Site). However, the actual costs associated with the cleanup of Operating Units 2 – 5 are dependent upon many factors and it is possible that remediation costs could be higher than the current estimate. Because of the continuing uncertainties in the estimated costs of remediation and continuing uncertainties surrounding U.S. Mills' allocable share, including a potentially favorable resolution, the Company cannot currently estimate its potential liability, damages or range of potential loss, if any, beyond the amounts accrued and the resolution of these matters could have an adverse effect on the Company's financial position, results of operations or cash flows. The Company believes that the maximum additional exposure to its consolidated financial position beyond what has been reserved at December 31, 2014 is limited to the equity position of U.S. Mills, which was approximately \$100,000 at December 31, 2014. However, if the approved settlement ultimately survives the expected appeal, and the Apvion claim is substantially narrowed, a significant portion of the \$37,775 accrued as of December 31, 2014 may be reversed resulting in the recognition of a gain in the Company's Consolidated Financial Statements.

Tegrant

On November 8, 2011, the Company completed the acquisition of Tegrant. During its due diligence, the Company identified several potentially environmentally contaminated sites. The total remediation cost of these sites was estimated to be \$18,850 at the time of the acquisition and an accrual in this amount was recorded on Tegrant's opening balance sheet. Since the acquisition, the Company has spent a total of \$539 on remediation of these sites. During 2014, the Company increased its reserves for these sites by \$324 in order to reflect its best estimate of what it is likely to pay in order to complete the remediation. At December 31, 2014 and 2013, the Company's accrual for Tegrant's environmental contingencies totaled \$18,635 and \$18,429, respectively. The Company cannot currently estimate its potential liability, damages or range of potential loss, if any, beyond the amounts accrued with respect to this exposure. However, the Company does not believe that the resolution of this matter has a reasonable possibility of having a material adverse effect on the Company's financial statements.

Village of Rockton

On September 15, 2014, the Village of Rockton, Illinois instituted 81 actions against the Company in the Circuit Court for the Seventeenth Judicial Circuit, Winnebago, Illinois. Each action seeks to assess penalties of up to \$0.75 per day since December 2, 2007 for violations of one of three sections of the Municipal Code that: (a) require lots or premises to be maintained in a safe and sanitary condition at all times; (b) make it unlawful for any substance which shall be dangerous or detrimental to health to be allowed to exist in connection with any business, be used therein or used in any work or labor carried on in the Village and prohibit any health menace be permitted to exist in connection with business or in connection with any such work or labor; and (c) make it unlawful for any ashes, rubbish, tin cans and all combustibles to be deposited or dumped upon any lot or land in the Village, and require that they be deposited or dumped in the area set aside for that purpose. The actions relate to a paper plant in the Village closed by the Company in 2008 that the Company is in the process of remediating through the Illinois Environmental Protection Agency's "brownfields" program. The Company has removed the cases to the United States District Court for the Northern District of Illinois (Civil Action No. 14-cv-50228) and plans to vigorously defend its interests while continuing to participate in the "brownfields" program.

Other environmental matters

The Company has been named as a potentially responsible party at several other environmentally contaminated sites. All of the sites are also the responsibility of other parties. The potential remediation liabilities are shared with such other parties, and, in most cases, the Company's share, if any, cannot be reasonably estimated at the current time. However, the Company does not believe that the resolution of these matters has a reasonable possibility of having a material adverse effect on the Company's financial statements.

Summary

As of December 31, 2014 and 2013, the Company (and its subsidiaries) had accrued \$59,253 and \$73,032, respectively, related to environmental contingencies. Of these, a total of \$37,775 and \$52,124 relate to U.S. Mills at December 31, 2014 and 2013, respectively. These accruals are included in "Accrued expenses and other" on the Company's Consolidated Balance Sheets. U.S. Mills recognized a \$40,825 benefit in 2008 from settlements reached and proceeds received on certain insurance policies covering the Fox River contamination. U.S. Mills' two remaining insurance carriers are in liquidation. It is possible that U.S. Mills may recover from these carriers a small portion of the costs it ultimately incurs. U.S. Mills may also be able to reallocate some of the costs it incurs among other parties. There can be no assurance that such claims for recovery or reallocation would be successful and no amounts have been recognized in the Company's Consolidated Financial Statements for such potential recovery or reallocation.

Other legal matters

In addition to those described above, the Company is subject to other various legal proceedings, claims and litigation arising in the normal course of business. While the outcome of these matters could differ from management's expectations, the Company does not believe that the resolution of these matters has a reasonable possibility of having a material adverse effect on the Company's financial statements.

Commitments

As of December 31, 2014, the Company had long-term obligations to purchase electricity and steam, which it uses in its production processes, as well as long-term purchase commitments for certain raw materials, principally old corrugated containers. These purchase commitments require the Company to make total payments of approximately \$246,200, as follows: \$73,600 in 2015; \$76,000 in 2016; \$49,600 in 2017; \$19,700 in 2018 and a total of \$27,300 from 2019 through 2023.

15. Shareholders' equity and earnings per share

Stock repurchases

The Company occasionally repurchases shares of its common stock to satisfy employee tax withholding obligations in association with the exercise of stock appreciation rights and performance-

based stock awards. These repurchases, which are not part of a publicly announced plan or program, totaled 126,670 shares during 2014, 575,845 shares during 2013, and 126,765 shares during 2012, at a cost of \$5,378 and \$22,187 and \$4,167, respectively.

The Company's Board of Directors has authorized the repurchase of up to 5,000,000 shares of the Company's common stock. During 2014 and 2013, a total of 2,000,000 and 132,500 shares, respectively, were repurchased at a cost of \$82,422 and \$5,052, respectively. At December 31, 2014, a total of 2,867,500 shares remain available for repurchase.

Earnings per share

The following table sets forth the computation of basic and diluted earnings per share:

	2014	2013	2012
Numerator:			
Net income attributable to Sonoco	\$ 239,165	\$ 219,113	\$ 196,010
Denominator:			
Weighted average common shares outstanding	102,215,000	102,577,000	101,804,000
Dilutive effect of stock-based compensation	957,000	671,000	769,000
Diluted outstanding shares	103,172,000	103,248,000	102,573,000
Per common share:			
Net income attributable to Sonoco:			
Basic	\$ 2.34	\$ 2.14	\$ 1.93
Diluted	\$ 2.32	\$ 2.12	\$ 1.91

The Company paid dividends totaling \$1.27, \$1.23, and \$1.19 per share in 2014, 2013 and 2012, respectively.

Certain stock appreciation rights to purchase shares of the Company's common stock are not dilutive because the exercise price is greater than the market price of the stock at the end of the fiscal year or they have not fully vested. The average number of shares that were not dilutive and therefore not included in the computation of diluted income per share was as follows for the years ended December 31, 2014, 2013 and 2012:

	2014	2013	2012
Anti-dilutive stock appreciation rights	719,841	1,100,233	2,440,270

These stock appreciation rights may become dilutive in future periods if the market price of the Company's common stock appreciates. No adjustments were made to reported net income in the computation of earnings per share.

Noncontrolling interests

In October 2014, as part of its acquisition of the Weidenhammer Packaging Group ("Weidenhammer"), the Company acquired a 65% ownership in Weidenhammer's Chilean affiliate—Weidenhammer Chile Ltda. The Company's Consolidated Balance Sheets include 100% of the Chilean subsidiary with the partner's 35% share, totaling \$974 at December 31, 2014, reflected as "Noncontrolling Interests."

16. Segment reporting

The Company reports its financial results in four reportable segments – Consumer Packaging, Display and Packaging, Paper and Industrial Converted Products, and Protective Solutions. Effective January 1, 2014, the Company began reporting Sonoco Alloyd, the Company's retail packaging business and previously part of the Protective Solutions segment, as part of the Display and Packaging segment. This change reflects the evolving integration of these businesses, which enables them to better leverage the Company's capabilities, products and services to provide complete solutions to our retail merchandising customers. Prior period results for the affected segments have been recast to reflect this change.

The Consumer Packaging segment includes the following products and services: round and shaped rigid containers and trays (both composite and thermoformed plastic); blow-molded plastic bottles and jars; extruded and injection-molded plastic products; printed flexible packaging; global brand artwork management; and metal and peelable membrane ends and closures.

The Display and Packaging segment includes the following products and services: designing, manufacturing, assembling, packing and distributing temporary, semipermanent and permanent point-of-purchase displays; supply chain management services, including contract packing, fulfillment and scalable service centers; retail packaging, including printed backer cards, thermoformed blisters and heat sealing equipment; and paper amenities, such as coasters and glass covers.

The Paper and Industrial Converted Products segment includes the following products: paperboard tubes and cores; fiber-based construction tubes and forms; wooden, metal and composite wire and cable reels and spools; and recycled paperboard, linerboard, corrugating medium, recovered paper and material recycling services.

The Protective Solutions segment includes the following products: custom-engineered paperboard-based and expanded foam protective packaging and components; and temperature-assurance packaging.

Restructuring charges, asset impairment charges, insurance settlement gains, acquisition-related costs, interest expense and interest income are included in income before income taxes under "Corporate."

The following table sets forth financial information about each of the Company's business segments:

	Years ended December 31					
	Consumer Packaging	Display and Packaging	Paper and Industrial Converted Products	Protective Solutions	Corporate	Consolidated
Total Revenue						
2014	\$ 1,966,989	\$ 665,947	\$ 2,010,160	\$ 487,171	\$ —	\$ 5,130,267
2013	1,898,690	626,976	1,958,762	473,278	—	4,957,706
2012	1,920,114	583,435	1,937,523	453,626	—	4,894,698
Intersegment Sales¹						
2014	\$ 4,092	\$ 1,592	\$ 107,712	\$ 2,337	\$ —	\$ 115,733
2013	5,157	1,968	99,882	2,607	—	109,614
2012	7,493	2,253	96,696	2,127	—	108,569
Sales to Unaffiliated Customers						
2014	\$ 1,962,897	\$ 664,355	\$ 1,902,448	\$ 484,834	\$ —	\$ 5,014,534
2013	1,893,533	625,008	1,858,880	470,671	—	4,848,092
2012	1,912,621	581,182	1,840,827	451,499	—	4,786,129
Income Before Income Taxes²						
2014	\$ 199,407	\$ 25,277	\$ 162,269	\$ 34,003	\$ (81,836)	\$ 339,120
2013	187,130	20,806	138,094	40,084	(81,545)	304,569
2012	176,768	20,397	141,351	36,912	(88,354)	287,074
Identifiable Assets³						
2014	\$ 1,583,855	\$ 507,784	\$ 1,299,356	\$ 564,468	\$ 254,533	\$ 4,209,996
2013	1,282,726	518,975	1,290,353	552,121	335,116	3,979,291
2012	1,298,381	503,172	1,316,606	566,608	491,298	4,176,065
Depreciation, Depletion and Amortization⁴						
2014	\$ 75,782	\$ 17,034	\$ 83,076	\$ 22,826	\$ —	\$ 198,718
2013	74,127	18,049	82,392	23,103	—	197,671
2012	75,556	15,753	83,329	25,765	—	200,403
Capital Expenditures						
2014	\$ 63,117	\$ 9,432	\$ 73,636	\$ 22,238	\$ 8,653	\$ 177,076
2013	48,770	7,422	88,556	15,908	11,786	172,442
2012	58,284	9,170	112,298	8,889	26,221	214,862

1 Intersegment sales are recorded at a market-related transfer price.

2 Included in Corporate are restructuring, asset impairment charges, acquisition-related charges and property insurance settlement gains associated with the following segments:

	Consumer Packaging	Display and Packaging	Paper and Industrial Converted Products	Protective Solutions	Corporate	Total
2014	\$ 12,536	\$ 4,042	\$ 4,340	\$ 1,527	\$ 7,000	\$ 29,445
2013	14,003	2,326	6,785	1,545	159	24,818
2012	9,638	2,632	12,787	2,792	519	28,368

The remaining amounts reported as Corporate consist of interest expense and interest income.

3 Identifiable assets are those assets used by each segment in its operations. Corporate assets consist primarily of cash and cash equivalents, investments in affiliates, headquarters facilities, deferred income taxes and prepaid expenses.

4 Depreciation, depletion and amortization incurred at Corporate are allocated to the reportable segments.

Geographic regions

Sales to unaffiliated customers and long-lived assets by geographic region are as follows:

	2014	2013	2012
Sales to Unaffiliated Customers			
United States	\$ 3,285,017	\$ 3,231,135	\$ 3,165,772
Europe	841,452	751,806	768,667
Canada	292,163	299,243	338,657
All other	595,902	565,908	513,033
Total	\$ 5,014,534	\$ 4,848,092	\$ 4,786,129
Long-lived Assets			
United States	\$ 1,738,648	\$ 1,878,728	\$ 1,910,824
Europe	685,765	288,407	275,884
Canada	184,879	205,095	229,129
All other	117,249	109,010	117,071
Total	\$ 2,726,541	\$ 2,481,240	\$ 2,532,908

Sales are attributed to countries/regions based upon the plant location from which products are shipped. Long-lived assets are comprised of property, plant and equipment, goodwill, intangible assets and investment in affiliates (see Notes 6 and 7).

17. Accumulated other comprehensive loss

The following table summarizes the components of accumulated other comprehensive loss and the changes in accumulated other comprehensive loss, net of tax as applicable, for the years ended December 31, 2014 and 2013:

	Foreign Currency Items	Defined Benefit Pension Items	Gains and Losses on Cash Flow Hedges	Accumulated Other Comprehensive Loss
Balance at December 31, 2012	\$ 3,234	\$(472,333)	\$(6,727)	\$(475,826)
Other comprehensive income/(loss) before reclassifications	(28,386)	111,269	3,992	86,875
Amounts reclassified from accumulated other comprehensive loss to net income	—	27,958	2,392	30,350
Amounts reclassified from accumulated other comprehensive loss to fixed assets	—	—	81	81
Other comprehensive income/(loss)	(28,386)	139,227	6,465	117,306
Balance at December 31, 2013	\$ (25,152)	\$(333,106)	\$(262)	\$(358,520)
Other comprehensive income/(loss) before reclassifications	(104,699)	(159,828)	(3,507)	(268,034)
Amounts reclassified from accumulated other comprehensive loss to net income	—	17,648	(2,191)	15,457
Amounts reclassified from accumulated other comprehensive loss to fixed assets	—	—	(2)	(2)
Other comprehensive income/(loss)	(104,699)	(142,180)	(5,700)	(252,579)
Balance at December 31, 2014	\$(129,851)	\$(475,286)	\$(5,962)	\$(611,099)

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified from Accumulated Other Comprehensive Loss		Affected Line Item in the Consolidated Statements of Net Income
	Twelve Months Ended December 31, 2014	Twelve Months Ended December 31, 2013	
Gains and losses on cash flow hedges			
Foreign exchange contracts	\$ 252	\$ 4,603	Net Sales
Foreign exchange contracts	2,776	(2,996)	Cost of sales
Commodity contracts	505	(5,455)	Cost of sales
	3,533	(3,848)	Total before tax
	(1,342)	1,456	Tax benefit
	\$ 2,191	\$ (2,392)	Net of tax
Defined benefit pension items			
Amortization of defined benefit pension items	\$(19,489)	\$(32,821)	Cost of sales
Amortization of defined benefit pension items	(6,496)	(10,940)	Selling, general, and administrative
	(25,985)	(43,761)	Total before tax
	8,337	15,803	Tax benefit
	(17,648)	(27,958)	Net of tax
Total reclassifications for the period	\$(15,457)	\$(30,350)	Net of tax

The cumulative tax benefit on Derivative Financial Instruments was \$3,655 and \$165 at December 31, 2014 and 2013, respectively. The tax benefit on Derivative Financial Instruments increased by \$3,490 and decreased by \$(3,880) during the years ended December 31, 2014 and 2013, respectively.

The cumulative tax benefit on Defined Benefit Plans was \$256,840 and \$189,668 at December 31, 2014 and 2013, respectively. The tax benefit on Defined Benefit Plans increased by \$67,172 and decreased by \$(88,567) during the years ended December 31, 2014 and 2013, respectively.

The change in defined benefit plans includes pretax changes of \$(590) and \$1,754 during the years ended December 31, 2014 and 2013, related to one of the Company's equity method investments.

18. Selected quarterly financial data

The following table sets forth selected quarterly financial data of the Company:

(unaudited)	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
2014				
Net sales	\$1,185,626	\$1,247,380	\$1,263,574	\$1,317,954
Gross profit	212,303	231,737	227,664	249,595
Restructuring/Asset impairment charges	(1,992)	(3,671)	(5,908)	(11,221)
Net income attributable to Sonoco	52,302	61,484	70,924	54,455
Per common share:				
Net income attributable to Sonoco:				
- basic	\$ 0.51	\$ 0.60	\$ 0.69	\$ 0.54
- diluted	0.50	0.59	0.69	0.53
Cash dividends				
- common	0.31	0.32	0.32	0.32
Market price				
- high	43.75	44.00	44.65	44.69
- low	39.52	40.20	38.82	35.64
2013				
Net sales	\$1,179,213	\$1,226,256	\$1,227,749	\$1,214,874
Gross profit	205,716	222,564	224,037	221,187
Restructuring/Asset impairment charges	(4,289)	(8,678)	(5,818)	(6,253)
Net income attributable to Sonoco	48,139	54,988	61,240	54,746
Per common share:				
Net income attributable to Sonoco:				
- basic	\$ 0.47	\$ 0.54	\$ 0.60	\$ 0.53
- diluted	0.47	0.53	0.59	0.53
Cash dividends				
- common	0.30	0.31	0.31	0.31
Market price				
- high	35.05	35.93	39.80	41.82
- low	29.75	32.03	34.65	37.85

Item 9. Changes in and disagreements with accountants on accounting and financial disclosure

Not applicable.

Item 9A. Controls and procedures

Evaluation of disclosure controls and procedures

Under the supervision, and with the participation, of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934). Based on this evaluation, our principal executive officer and principal financial officer concluded that such controls and procedures, as of the end of the year covered by this Annual Report on Form 10-K, were effective.

Management's report on internal control over financial reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in Internal Control – Integrated Framework (2013), our management concluded that our internal control over financial reporting was effective as of December 31, 2014. In conducting management's evaluation as described above, Weidenhammer Packaging Group (Weidenhammer), acquired October 31, 2014, was excluded. The operations of Weidenhammer, which are included in the Company's 2014 consolidated financial statements, constituted approximately 1.0% of the Company's consolidated revenues and approximately 8.9% of total assets as of December 31, 2014. PricewaterhouseCoopers LLP (PwC), our independent registered public accounting firm, has audited the effectiveness of our internal control over financial reporting as of December 31, 2014, and has issued a report, which appears at the beginning of Item 8 of this Annual Report on Form 10-K.

Changes in internal control over financial reporting

The Company is continuously seeking to improve the efficiency and effectiveness of its operations and of its internal controls. This results in refinements to processes throughout the Company. However, there has been no change in the Company's internal control over financial reporting (as defined in Rule 13a-15(f) under the Securities Exchange Act of 1934) during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

Item 9B. Other information

Not applicable.

PART III

Item 10. Directors, executive officers and corporate governance

The information set forth in the Company's definitive Proxy Statement for the annual meeting of shareholders to be held on April 15, 2015 (the Proxy Statement), under the captions "Proposal 1: Election of Directors," "Information Concerning Directors Whose Terms Continue," and "Section 16(a) Beneficial Ownership Reporting Compliance," is incorporated herein by reference. Information about executive officers of the Company is set forth in Item 1 of this Annual Report on Form 10-K under the caption "Executive Officers of the Registrant."

Code of Ethics – The Company has adopted a code of ethics (as defined in Item 406 of Regulation S-K) that applies to its principal executive officer, principal financial officer, principal accounting officer, and other senior executive and senior financial officers. This code of ethics is available through the Company's website, www.sonoco.com, and is available in print to any shareholder who requests it. Any waivers or amendments to the provisions of this code of ethics will be posted to this website within four business days after the waiver or amendment.

Audit Committee Members – The Company has a separately designated standing audit committee established in accordance with Section 3(a)(58)(A) of the Securities Exchange Act of 1934. The audit committee is comprised of the following members: Thomas E. Whiddon, Chairman; Harry A. Cockrell; Edgar H. Lawton III; John E. Linville; and Marc D. Oken.

Audit Committee Financial Expert – The Company's Board of Directors has determined that the Company has at least one "audit committee financial expert," as that term is defined by Item 407(d)(5) of Regulation S-K promulgated by the Securities and Exchange Commission, serving on its audit committee. Thomas E. Whiddon meets the terms of the definition and is independent based on the criteria in the New York Stock Exchange Listing Standards. Pursuant to the terms of Item 407(d)(5) of Regulation S-K, a person who is determined to be an "audit committee financial expert" will not be deemed an expert for any purpose as a result of being designated or identified as an "audit committee financial expert" pursuant to Item 407, and such designation or identification does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the audit committee and Board of Directors in the absence of such designation or identification. Further, the designation or identification of a person as an "audit committee financial expert" pursuant to Item 407 does not affect the duties, obligations or liability of any other member of the audit committee or Board of Directors.

The Company's Corporate Governance Guidelines, Audit Committee Charter, Corporate Governance and Nominating Committee Charter and Executive Compensation Committee Charter are available through the Company's website, www.sonoco.com. This information is available in print to any shareholder who requests it.

Item 11. Executive compensation

The information set forth in the Proxy Statement under the caption "Compensation Committee Interlocks and Insider Participation," under the caption "Executive Compensation," and under the caption "Director Compensation" is incorporated herein by reference. The information set forth in the Proxy Statement under the caption "Compensation Committee Report" is also incorporated herein by reference, but pursuant to the instructions to Item 407(e)(5) of Regulation S-K, such report shall not be deemed to be "soliciting material" or subject to Regulation 14A, and shall be deemed to be "furnished" and not "filed" and will not be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 as a result of being so furnished.

Item 12. Security ownership of certain beneficial owners and management and related stockholder matters

The information set forth in the Proxy Statement under the caption "Security Ownership of Certain Beneficial Owners," and under the caption "Security Ownership of Management" is incorporated herein by reference.

Equity Compensation Plan Information

The following table sets forth aggregated information about all of the Company's compensation plans (including individual compensation arrangements) under which equity securities of the Company are authorized for issuance as of December 31, 2014:

Plan category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) ¹ (c)
Equity compensation plans approved by security holders	4,060,756	\$35.89	9,361,070
Equity compensation plans not approved by security holders	—	—	—
Total	4,060,756	\$35.89	9,361,070

¹ The Sonoco Products Company 2014 Long-term Incentive Plan was adopted at the Company's 2014 Annual Meeting of Shareholders. The maximum number of shares of common stock that may be issued under this plan was set at 10,381,533 shares, which includes all shares remaining under the 2012 Plan and an additional 4,500,000 shares authorized under the 2014 Plan. Awards granted under all previous plans which are forfeited, expire or are cancelled without delivery of shares, or which result in forfeiture of shares back to the Company, will be added to the total shares available under the 2014 Plan. At December 31, 2014, a total of 9,361,070 shares remain available for future grant under the 2014 Plan.

The weighted-average exercise price of \$35.89 relates to stock options and stock appreciation rights, which account for 2,357,644 of the 4,060,756 securities issuable upon exercise. The remaining 1,703,112 securities relate to deferred compensation stock units, performance-contingent restricted stock units and restricted stock unit awards that have no exercise price requirement.

Item 13. Certain relationships and related transactions, and director independence

The information set forth in the Proxy Statement under the captions "Related Party Transactions" and "Corporate Governance – Director Independence Policies" is incorporated herein by reference. Each current member of the Audit, Corporate Governance and Nominating and Executive Compensation Committees is independent as defined in the listing standards of the New York Stock Exchange.

Item 14. Principal accountant fees and services

The information set forth in the Proxy Statement under the caption "Independent Registered Public Accounting Firm" is incorporated herein by reference.

PART IV

Item 15. Exhibits and financial statement schedules

- (a) 1 **Financial Statements** – The following financial statements are provided under Item 8 – Financial Statements and Supplementary Data of this Annual Report on Form 10-K:
- Report of Independent Registered Public Accounting Firm
 - Consolidated Balance Sheets as of December 31, 2014 and 2013
 - Consolidated Statements of Income for the years ended December 31, 2014, 2013 and 2012
 - Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013 and 2012
 - Consolidated Statements of Changes in Shareholders' Equity for the years ended December 31, 2014, 2013 and 2012
 - Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012
 - Notes to Consolidated Financial Statements
- 2 **Financial Statement Schedules**
 Schedule II – Valuation and Qualifying Accounts for the Years Ended December 31, 2014, 2013 and 2012.

Column A	Column B	Column C—Additions		Column D	Column E
Description	Balance at Beginning of Year	Charged to Costs and Expenses	Charged to Other	Deductions	Balance at End of Year
2014					
Allowance for Doubtful Accounts	\$ 9,771	2,350	\$ (411) ¹	\$3,1632	\$ 8,547
LIFO Reserve	18,146	(238) ³			17,908
Valuation Allowance on Deferred Tax Assets	60,856	828	5,3674	3,8205	63,231
2013					
Allowance for Doubtful Accounts	\$ 7,252	\$ 2,006	\$1,4441	\$ 9312	\$ 9,771
LIFO Reserve	19,476	(1,330) ³			18,146
Valuation Allowance on Deferred Tax Assets	61,563	2,315	8314	3,8535	60,856
2012					
Allowance for Doubtful Accounts	\$ 7,125	\$ 2,821	\$ 2091	\$2,9032	\$ 7,252
LIFO Reserve	20,184	(708) ³			19,476
Valuation Allowance on Deferred Tax Assets	55,713	5,689	6094	4485	61,563

1 Includes translation adjustments and other insignificant adjustments.
 2 Includes amounts written off.
 3 Includes adjustments based on pricing and inventory levels.
 4 Includes translation adjustments and increases to deferred tax assets which were previously fully reserved.
 5 Includes utilization of capital loss carryforwards, net operating loss carryforwards and other deferred tax assets.
 All other schedules not included have been omitted because they are not required, are not applicable or the required information is given in the financial statements or notes thereto.

3	Exhibits
3-	
1	Articles of Incorporation, as amended (incorporated by reference to the Registrant's Form 8-K filed on February 8, 2012)
3-	
2	By-Laws, as amended (incorporated by reference to the Registrant's Form 10-Q for the quarter ended July 1, 2012)
4-	
1	Indenture, dated as of June 15, 1991, between Registrant and The Bank of New York, as Trustee (incorporated by reference to the Registrant's Form S-4 (File Number 333-119863))
4-	
2	First Supplemental Indenture, dated as of June 23, 2004, between Registrant and The Bank of New York, as Trustee (including form of 5.625% Notes due 2016) (incorporated by reference to the Registrant's Form 10-Q for the quarter ended June 27, 2004)

4-3	Second Supplemental Indenture, dated as of November 1, 2010, between the Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee (including form of 5.75% Notes due 2040) (incorporated by reference to Registrant's Form 8-K filed October 28, 2010)
4-4	Form of Third Supplemental Indenture (including form of 4.375% Notes due 2021), between Sonoco Products Company and the Bank of New York Mellon Trust Company, N.A. (incorporated by reference to Registrant's Form 8-K filed October 27, 2011)
4-5	Form of Fourth Supplemental Indenture (including form of 5.75% Notes due 2040), between Sonoco Products Company and the Bank of New York Mellon Trust Company, N.A. (incorporated by reference to Registrant's Form 8-K filed October 27, 2011)
10-1	1981 Sonoco Products Company Key Employee Stock Plan, as amended (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2007)
10-2	Sonoco Products Company 1996 Non-employee Directors' Stock Plan, as amended (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2007)
10-3	Sonoco Retirement and Savings Plan (formerly the Sonoco Savings Plan), as amended (incorporated by reference to the Registrant's Form S-8 filed October 28, 2002 (File No. 333-100795)) and further amended January 1, 2013 (incorporated by reference to Form 10-K for the year ended December 31, 2012)
10-4	Sonoco Products Company 2008 Long-term Incentive Plan (incorporated by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders on April 16, 2008)
10-5	Sonoco Products Company 2012 Long-term Incentive Plan (incorporated by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders on April 18, 2012)
10-6	Sonoco Products Company 2014 Long-term Incentive Plan (incorporated by reference to the Company's Proxy Statement for the Annual Meeting of Shareholders on April 16, 2014)
10-7	Deferred Compensation Plan for Key Employees of Sonoco Products Company (a.k.a. Deferred Compensation Plan for Corporate Officers of Sonoco Products Company), as amended (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2008)
10-8	Omnibus Benefit Restoration Plan of Sonoco Products Company, amended and restated as of January 1, 2015
10-9	Deferred Compensation Plan for Outside Directors of Sonoco Products Company, as amended (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2008)
10-10	Performance-based Annual Incentive Plan for Executive Officers (incorporated by reference to the Registrant's Proxy Statement for the April 19, 2000, Annual Meeting of Shareholders)
10-11	Form of Executive Bonus Life Agreement between the Company and certain executive officers (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2004)
10-12	Credit Agreement, effective October 2, 2014 (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2014)
10-13	Sonoco Products Company Amended and Restated Trust Agreement for Executives, as of October 15, 2008 (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2008)
10-14	Sonoco Products Company Amended and Restated Directors' Deferral Trust Agreement, as of October 15, 2008 (incorporated by reference to the Registrant's Form 10-Q for the quarter ended September 28, 2008)
10-15	Description of Stock Appreciation Rights and Performance Contingent Restricted Stock Units granted to executive officers of the Registrant on February 8, 2011 (incorporated by reference to Registrant's Form 8-K filed February 14, 2011)
10-16	Description of Stock Appreciation Rights and Performance Contingent Restricted Stock Units granted to executive officers of the Registrant on February 7, 2012 (incorporated by reference to Registrant's Form 8-K filed February 13, 2012)
10-17	Description of Stock Appreciation Rights and Performance Contingent Restricted Stock Units granted to executive officers of the Registrant on February 12, 2013 (incorporated by reference to Registrant's Form 8-K filed February 19, 2013)
10-18	Description of Stock Appreciation Rights and Performance Contingent Restricted Stock Units granted to executive officers of the Registrant on February 12, 2014 (incorporated by reference to Registrant's Form 8-K filed February 18, 2014)

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 2nd day of March 2015.

SONOCO PRODUCTS COMPANY

/s/ M.J. Sanders

M.J. Sanders
President and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated on this 2nd day of March 2015.

/s/ Barry L. Saunders

Barry L. Saunders
Vice President and Chief Financial Officer
(principal financial officer and principal accounting officer)

<u>/s/ H.E. DeLoach Jr.</u> H.E. DeLoach, Jr.	Director (Executive Chairman)
<u>/s/ M.J. Sanders</u> M.J. Sanders	President, Chief Executive Officer and Director
<u>/s/ H.A. Cockrell</u> H.A. Cockrell	Director
<u>/s/ P.L. Davies</u> P.L. Davies	Director
<u>/s/ J.R. Haley</u> J.R. Haley	Director
<u>/s/ E.H. Lawton III</u> E.H. Lawton, III	Director
<u>/s/ J.E. Linville</u> J.E. Linville	Director
<u>/s/ B.J. McGarvie</u> B.J. McGarvie	Director
<u>/s/ J.M. Micali</u> J.M. Micali	Director
<u>/s/ M.D. Oken</u> M.D. Oken	Director
<u>/s/ T.E. Whiddon</u> T.E. Whiddon	
<u>*</u>	Director
<u>R.G. Kyle</u>	
<u>*</u>	Director
<u>S. Nagarajan</u>	

* Elected to the Board in February 2015

EXHIBIT INDEX

3-1	Articles of Incorporation, as amended (incorporated by reference to the Registrant's Form 8-K filed on February 8, 2012)
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12	Statements regarding Computation of Ratio of Earnings to Fixed Charges
21	Subsidiaries of the Registrant
23	Consent of Independent Registered Public Accounting Firm with respect to Registrant's Form 10-K
31	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 and 17 C.F.R. 240.13a-14(a)
32	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and 17 C.F.R. 240.13a-14(b)
99	Proxy Statement, filed in conjunction with annual shareholders' meeting scheduled for April 15, 2015 (to be filed within 120 days after December 31, 2014)
101	The following materials from Sonoco Products Company's Annual Report on Form 10-K for the year ended December 31, 2014, formatted in XBRL (eXtensible Business Reporting Language): (i) Consolidated Balance Sheets at December 31, 2014 and 2013, (ii) Consolidated Statements of Income for the years ended December 31, 2014, 2013 and 2012, (iii) Consolidated Statements of Comprehensive Income for the years ended December 31, 2014, 2013 and 2012, (iv) Consolidated Statements of Changes in Total Equity for the years ended December 31, 2014, 2013 and 2012, (v) Consolidated Statements of Cash Flows for the years ended December 31, 2014, 2013 and 2012, and (vi) Notes to the Consolidated Financial Statements.

**Omnibus Benefit Restoration Plan of
Sonoco Products Company**

Amended and Restated as of January 1, 2015

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Article 1. Introduction

1.1 Background and History

Sonoco Products Company (the “Company”) previously established and presently maintains the Omnibus Benefit Restoration Plan of Sonoco Products Company (the “Plan”). The Plan was initially effective as of January 1, 1979 and was last amended and restated effective as of January 1, 2008.

1.2 Restatement of Plan

Effective as of January 1, 2015, the Company hereby amends and restates the Plan primarily to incorporate previous amendments to-

- (a) restore the Plan’s forfeiture provision (effective January 1, 2008);
- (b) eliminate the level income annuity as an optional form of payment (effective January 1, 2010 with respect to certain benefits payable under Articles 3 and 4, and effective January 1, 2013 with respect to certain benefits payable under Article 7);
- (c) provide for Participant-directed investment of DC Restoration Account balances (effective December 15, 2010);
- (d) grant amendment authority to the Vice President of Human Resources for matters that do not materially impact the Plan’s eligibility provisions, benefit amounts, or costs (effective October 1, 2011);
- (e) reflect the establishment of the Sonoco Retirement Savings Plan through the merger of the Sonoco Investment Retirement Plan into the Sonoco Savings Plan (effective January 1, 2013); and
- (f) freeze the Executive Benefit under Article 3 as of December 31, 2018 and extend the DC SERP Benefit to participants affected by such freeze as of January 1, 2019.

1.3 Purpose and Applicability of the Plan

The purpose of this Plan is to-

- (a) Provide certain eligible employees with supplemental retirement income; and
- (b) Restore to certain eligible employees benefits that may be lost or curtailed under the Company’s broad-based qualified retirement plans as a result of limits imposed on such benefits under the Internal Revenue Code.

The Plan is intended to be a nonqualified deferred compensation arrangement for eligible employees who are members of a “select group of management or highly compensated employees” within the meaning of ERISA section 201(2). The Plan, therefore, is intended to be exempt from the participation, funding, and fiduciary requirements of Title I of ERISA.

The provisions of this Plan are generally applicable only to eligible employees who are employed by the Company or an Affiliate on and after January 1, 2015. Unless otherwise provided in a retroactively effective provision of this restatement, any person who was covered by the Plan as in effect before January 1, 2015, and who had a Separation from Service before that date, shall continue to be covered by the provisions of this Plan as in effect upon his or her Separation from Service.

Article 2. Definitions

Whenever used in the Plan, the following terms shall have the meanings set forth below, unless otherwise expressly provided; and when the defined meaning is intended, the term is capitalized.

2.1 Actuarial Equivalent

“Actuarial Equivalent” means the following:

- (a) **General Rule.** Actuarial Equivalent means a benefit having the same value as the benefit which it replaces, computed on the basis of:
 - (1) the 1984 Unisex Pension Mortality Table, with no age setback for Participants and a three-year age setback for beneficiaries; and
 - (2) interest at 9 percent compounded annually.
- (b) **Lump Sum Payments.** Notwithstanding section 2.1(a), the value of a lump sum payment calculated under section 10.3(a)(1) and 10.3(b) shall be computed on the basis of:
 - (1) the mortality table specified in section 2.1(a)(1); and
 - (2) an interest rate equal to the discount rate used to compute FASB ASC 715 costs under the Qualified Pension Plan for the Plan Year immediately preceding the Plan Year in which the distribution occurs, as stated each year in the Company’s annual report to shareholders.

Article 2. Affiliate

“Affiliate” means-

- (a) any corporation while it is a member of the same controlled group of corporations (within the meaning Code section 414(b) as the Company); and
- (b) any other trade or business (whether or not incorporated) while it is under common control with the Company (within the meaning of Code section 414(c)).

2.4 Beneficiary

“Beneficiary” means the person or persons designated by the Participant to receive any benefits that become payable under this Plan on account of the Participant’s death under:

- (a) Section 3.6(a), regarding survivor payments that may become due if the Participant elected to receive his or her Net Executive Restoration Benefit in one of the optional forms of payment described therein;

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- (b) Section 3.6(b), regarding survivor payments that may become due if the Participant's Net Executive SERP Benefit was being distributed in the form of a Ten-Year Certain and Life Annuity or three annual installments at the time of his or her death);
 - (c) Section 4.5(b), regarding survivor payments that may become due if the Participant elects to receive his or her DB Restoration Benefit in one of the optional forms of payment described therein;
 - (d) Section 5.6, regarding the vested portion of a Participant's DC Restoration Account that remains unpaid at the time of the Participant's death;
 - (e) Section 6.6, regarding the vested portion of a Participant's DC SERP Benefit that remains unpaid at the time of the Participant's death; and
 - (f) Section 7.2(d), regarding survivor payments that may become due with respect to a Qualified Pension Plan enhancement payable under an individual Participation Agreement (depending on the form of payment in effect under such section).

A Participant's Beneficiary shall be the person or persons designated by the Participant to receive the benefits described in section 2.3(a) through (f) above. This designation shall be made at a time and in a manner prescribed by the Committee. If the Participant fails to designate a Beneficiary, or if the person named by the Participant as his or her Beneficiary is not living as of the date that a benefit becomes payable, the Participant's Beneficiary shall be the Participant's surviving spouse; or if there is no surviving spouse, the Participant's estate.

(With respect to the preretirement death benefits that may become payable under section 3.7 or 4.6, the only permissible Beneficiary under this Plan is the Participant's surviving spouse.)

2.5 Board

"Board" means the Board of Directors of the Company.

2.6 Code

"Code" means the Internal Revenue Code of 1986, as amended, or as it may be amended from time to time. A reference to a section of the Code shall also be deemed to refer to the regulations and other guidance promulgated under that section.

2.7 Committee

"Committee" means the Benefits Committee which shall have primary responsibility for administering the Plan under Article 8.

2.8 Company

"Company" means Sonoco Products Company or any successor thereto that agrees to adopt and continue this Plan.

2.9 Company Stock

"Company Stock" means the Company's no par value common stock.

2.10 DB Restoration Benefit

“DB Restoration Benefit” means the benefit that is intended to provide benefits that would have been provided under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) without regard to the limits in effect under Code sections 401(a)(17) and 415, as determined under Article 4.

2.11 DC Restoration Account

“DC Restoration Account” means the bookkeeping account maintained by the Company which represents the total benefits accumulated by a Participant under Article 5. A Participant’s DC Restoration Account shall be comprised of the following subaccounts:

- (a) **Company Match Restoration Account** means the portion of the Participant’s DC Restoration Account that evidences the value of benefits accumulated by the Participant under section 5.2(a), including any gains and losses attributable to such benefits, as determined under section 5.3.
- (b) **Retirement Contribution Restoration Account** means the portion of the Participant’s DC Restoration Account that evidences the value of benefits accumulated by the Participant under section 5.2(b), including any gains and losses attributable to such benefits, as determined under section 5.3.

2.12 DC SERP Account

“DC SERP Account” means the bookkeeping account maintained by the Company that evidences the portion of an eligible Participant’s DC SERP Benefit that is determined under section 6.2(a)(1), including the investment gains that are allocated to such account under section 6.3(a).

2.13 DC SERP Benefit

“DC SERP Benefit” means the benefit determined under Article 6, comprised of both a Participant’s DC SERP Account and a Participant’s Restricted Stock Units.

2.14 Eligible Compensation

“Eligible Compensation” means the compensation used to determine the amount of a Participant’s benefits under Article 3 (regarding the Executive Benefit), Article 5 (regarding the DC Restoration Account) and Article 6 (regarding the DC SERP Benefit).

- (a) **General Rule.** Except as otherwise provided in sections 2.13(b) and (c) below, “Eligible Compensation” means the sum of the total base salary received by the Participant for the Plan Year and any annual bonus earned by the Participant for the Plan Year (even if such bonus is actually paid in a subsequent year).
- (b) **DC Restoration Account.** For the purpose of determining amounts to be credited to a Participant’s DC Restoration Account under Article 5 for a Plan Year, “Eligible Compensation” means the Participant’s compensation that is used in calculating contributions under the Retirement and Savings Plan for the same Plan Year, but

determined without regard to the limit imposed on such compensation by Code section 401(a)(17).

- (c) **Special Rule for Last Year of Employment.** When calculating Final Average Pay under section 2.18 for a Participant who incurs a Separation from Service before the last day of the Plan Year, Eligible Compensation for this final partial Plan Year of employment shall equal the sum of-
- (1) the base salary actually paid to the Participant for such Plan Year for employment before his or her Separation from Service;
 - (2) the additional base salary the Participant would have received had he or she remained in active employment for the period beginning on the date of his or her Separation from Service and ending on the next following December 31 (at the same rate of base salary as in effect immediately prior to such Separation from Service); and
 - (3) the annual bonus actually earned by Participant for such Plan Year for employment before his or her Separation from Service (even if such bonus is actually paid in a subsequent year). However, if such annual bonus has not been determined as of the Participant's benefit commencement date, the annual bonus that will be treated as part of the Participant's Eligible Compensation for his or her last partial Plan Year of employment shall equal the Participant's target bonus percentage for such year multiplied by the base salary actually paid to the Participant for such year for employment before his or her Separation from Service.

2.15 Employee

"Employee" means any person who is employed by the Company or an Affiliate, other than a person who is retained as an independent contractor, a leased employee (as determined under the Company's or an Affiliate's customary worker classification procedures), or a non-employee member of the Board.

2.16 Employer

"Employer" means the Company and each Affiliate that has been designated as an Employer under this Plan in accordance with section 9.5.

2.17 ERISA

"ERISA" means the Employee Retirement Income Security Act of 1974, as amended, or as it may be amended from time to time. A reference to a particular section of ERISA shall also be deemed to refer to the regulations and other guidance promulgated under that section.

2.18 Executive Benefit

"Executive Benefit" means the benefit determined under Article 3, comprised of both a Participant's Net Executive Restoration Benefit and Net Executive SERP Benefit.

2.19 Final Average Pay

“Final Average Pay” is used to determine an eligible Participant’s Gross Executive SERP Benefit under section 2.21. “Final Average Pay” means the monthly average of the Eligible Compensation earned by the Participant for any three Plan Years of employment (regardless of whether such years are consecutive), selected from the last seven full Plan Years of employment (and the final partial Plan Year of employment for a Participant whose Separation from Service occurs on a date other than December 31), that produces the highest average. If a Participant has fewer than three complete Plan Years of Eligible Compensation after annualizing the final year in accordance with section 2.13(c), Final Average Pay shall be determined by averaging all Eligible Compensation received by the Participant over his or her whole and partial years of employment with the Company and its Affiliates.

Notwithstanding any provision in this Plan to the contrary, for a Participant who incurs a Separation from Service after December 31, 2018, Final Average Pay shall be determined as if the Participant incurred a Separation from Service on December 31, 2018 and shall not be adjusted to reflect Eligible Compensation that may be earned by the Participant after such date.

2.20 Five-Year Certain and Life Annuity

“Five-Year Certain and Life Annuity” means a monthly retirement benefit payable to the Participant for life, and if the Participant dies before receiving 60 monthly payments, such payments shall continue to the Beneficiary until a total of 60 payments have been made.

2.21 Gross Executive Restoration Benefit

“Gross Executive Restoration Benefit” is used in the calculation of the Net Executive Restoration Benefit and shall be determined in accordance with section 3.5(b).

2.22 Gross Executive SERP Benefit

“Gross Executive SERP Benefit” is used in the calculation of the Executive Benefit under Article 3. An eligible Participant’s Gross Executive SERP Benefit is expressed as a Joint and 75 Percent Survivor Annuity commencing on the Participant’s Normal Retirement Date and shall equal the product of (a) and (b) where-

- (a) is 4 percent of the Participant’s Final Average Pay multiplied by his or her Years of Benefit Service (but not to exceed 15 years); and
- (b) is a fraction having a numerator equal to the Participant’s Years of Benefit Service and a denominator equal to the Years of Benefit Service the Participant would have earned had he or she continued in the employment of an Employer through his or her Normal Retirement Date.

Notwithstanding the above, for a Participant who incurs a Separation from Service after December 31, 2018, the amount determined under section 2.21(a) shall be based only upon the Participant’s Final Average Pay and Years of Benefit Service as of December 31, 2018 and shall not be adjusted in any manner to reflect Eligible Compensation and Years of Benefit Service for employment with the Company or its Affiliates after such date. In addition, for a Participant who

incurs a Separation from Service after December 31, 2018, the numerator of the fraction described in section 2.21(b) shall include only those Years of Benefit Service earned as of December 31, 2018 and the denominator of such fraction shall equal the Years of Benefit Service the Participant would have earned had the Participant continued to earn Years of Benefit Service until his or her Normal Retirement Date.

2.23 Joint and 50 Percent Survivor Annuity

“Joint and 50 Percent Survivor Annuity” means a monthly retirement benefit payable for the lifetime of the Participant with a monthly survivor annuity for the lifetime of the Participant’s Beneficiary equal to 50 percent of the monthly amount payable during the joint lives of the Participant and such Beneficiary.

2.24 Joint and 75 Percent Survivor Annuity

“Joint and 75 Percent Survivor Annuity” means a monthly retirement benefit payable for the lifetime of the Participant with a monthly survivor annuity for the lifetime of the Participant’s Beneficiary equal to 75 percent of the monthly amount payable during the joint lives of the Participant and such Beneficiary.

2.25 Joint and 100 Percent Survivor Annuity

“Joint and 100 Percent Survivor Annuity” means a monthly retirement benefit payable for the lifetime of the Participant with a monthly survivor annuity for the lifetime of the Participant’s Beneficiary equal to 100 percent of the monthly amount payable during the joint lives of the Participant and such Beneficiary.

2.26 Key Employee

“Key Employee” means generally a Participant who is either:

- (a) one of the top-paid 50 officers of the Company or an Affiliate who has annual compensation in excess of \$170,000 (as indexed from time to time in accordance with Code section 416(i)(1));
- (b) a 5-percent owner of the Company or an Affiliate; or
- (c) a 1-percent owner of the Company or an Affiliate who has annual compensation in excess of \$150,000.

A Participant who meets one or more of the conditions described in section 2.25(a), (b), or (c) at any time during a Plan Year shall be subject to the distribution restrictions that apply to Key Employees under this Plan during the 12-month period that begins on the April 1 next following the last day of such Plan Year.

(For purposes of this section 2.25, “compensation” means an amount determined in accordance with Code section 415(c)(3).)

2.27 Military Leave

“Military Leave” means leave subject to reemployment rights under the Uniformed Services Employment and Reemployment Rights Act of 1994, as amended from time to time.

2.28 Net Executive Restoration Benefit

“Net Executive Restoration Benefit” means the portion of the Participant’s Executive Benefit determined under section 3.2(b)(1), 3.3(b)(1), or 3.4(b)(1), whichever applies to the Participant as of his or her Separation from Service.

2.29 Net Executive SERP Benefit

“Net Executive SERP Benefit” means the portion of the Participant’s Executive Benefit determined under section 3.2(b)(2), 3.3(b)(2), or 3.4(b)(2), whichever applies to the Participant as of his or her Separation from Service.

2.30 Normal Retirement Date

“Normal Retirement Date” means the first day of the month next following the date on which the Participant attains age 65 (or incurs a Separation from Service, if later).

2.31 Participant

“Participant” means an Employee who has met and continues to meet the eligibility requirements described in-

- (a) section 3.1 (related to the Executive Benefit);
- (b) section 4.1 (related to the DB Restoration Benefit);
- (c) section 5.1 (related to the DC Restoration Account);
- (d) section 6.1 (related to the DC SERP Benefit); and/or
- (e) section 7.1 (related to an individual Participation Agreement).

2.32 Participation Agreement

“Participation Agreement” means an agreement individually negotiated between the Employer and an Employee to provide certain benefits after retirement. Any such Participation Agreement shall form an integral part of this Plan and shall be subject to the provisions of Article 7.

2.33 Pension Plan for Inactive Participants

“Pension Plan for Inactive Participants” means the tax-qualified Sonoco Pension Plan for Inactive Participants, as amended from time to time.

2.34 Plan

“Plan” means this Omnibus Benefit Restoration Plan of Sonoco Products Company, as amended from time to time.

2.35 Plan Year

“Plan Year” means the 12-month period beginning on January 1 and ending on December 31.

2.36 Qualified Pension Plan

“Qualified Pension Plan” means the tax-qualified Sonoco Pension Plan, as amended from time to time.

2.37 Restricted Stock Units

“Restricted Stock Units” means the portion of the DC SERP Benefit that is valued by reference to a share of Company Stock and the accumulated value of dividend equivalents determined under sections 6.2(a)(2) and 6.3(b).

2.38 Retirement and Savings Plan

“Retirement and Savings Plan” means the tax-qualified Sonoco Retirement and Savings Plan, as amended from time to time.

2.39 Separation from Service

“Separation from Service” means an Employee’s termination from employment with the Company and all Affiliates, whether by retirement, resignation from or discharge by the Company or an Affiliate (but not by a transfer among Affiliates or death).

- (a) A Separation from Service shall be deemed to have occurred as of the date the Employee and the Company or any Affiliate reasonably anticipates, based on the facts and circumstances, that either:
 - (1) The Employee will not provide any additional services for the Company or an Affiliate after that date; or
 - (2) The level of bona fide services performed by the Employee after that date will permanently decrease to no more than 20 percent of the average level of bona fide services performed by the Employee over the immediately preceding 36 months.
- (b) If an Employee is absent from employment due to Military Leave, sick leave, or any other bona fide leave of absence authorized by the Company or an Affiliate, and there is a reasonable expectation that the Employee will return to perform services for the Company or an Affiliate, then a Separation from Service shall not occur until the later of:
 - (1) The first date immediately following the date that is six months after the first date that an Employee was absent from employment; and
 - (2) To the extent the Employee retains a right to reemployment with the Company or any Affiliates under an applicable statute or by contract, the date the Employee no longer retains a right to reemployment.

2.40 Single Life Annuity

“Single Life Annuity” means a monthly retirement benefit payable for the lifetime of the Participant, with no continuing payments following the Participant’s death.

2.41 Social Security Benefit

“Social Security Benefit” is used in the calculation of the Net Executive SERP Benefit under sections 3.2(b)(2), 3.3(b)(2), and 3.4(b)(2). “Social Security Benefit” means the estimated monthly benefit that the Participant would be entitled to receive under the Social Security Act commencing at age 62 (or, if later, the date of the Participant’s Separation from Service). This estimate shall be based on-

- (a) the Social Security Act in effect as of the date of the Participant’s Separation from Service; and
- (b) an assumption that the Participant’s compensation does not increase after the last day of the Plan Year that precedes the date of the Participant’s Separation from Service.

Notwithstanding any provision in this Plan to the contrary, the Social Security Benefit for a Participant who incurs a Separation from Service after December 31, 2018 shall be determined as if he or she incurred a Separation from Service on December 31, 2018 and shall not be adjusted in any way to reflect a Participant’s earnings from the Company or an Affiliate after such date or any Social Security law changes that may become effective after such date.

2.42 Target Date Retirement Fund

“Target Date Retirement Fund” means the target date retirement funds that are available for the investment of a Participant’s account under the Retirement and Savings Plan. With respect to a particular Participant, the Target Date Retirement Fund shall be the fund having the target date that is closest to the year in which the Participant reaches age 65.

2.43 Ten-Year Certain and Life Annuity

“Ten-Year Certain and Life Annuity” means a monthly retirement benefit payable to the Participant for life, and if the Participant dies before receiving 120 monthly payments, such payments shall continue to the Beneficiary until a total of 120 payments have been made.

2.44 Valuation Date

“Valuation Date” means any date selected by the Committee in its sole and absolute discretion for revaluation and adjustment of the Participant’s DC Restoration Account and DC SERP Account.

2.45 Years of Benefit Service

“Years of Benefit Service” mean generally the years of service earned by a Participant for benefit accrual purposes under the Qualified Pension Plan (or the Pension Plan for Inactive Participants for any Participant who, upon his or her Separation from Service, has an accrued benefit under such plan). However, for purposes of determining the amount of a Participant’s

Gross Executive SERP Benefit under section 2.21, "Years of Benefit Service" shall be credited for the Participant's full period of employment with the Company and its Affiliates.

Except as provided in section 2.21, a Participant who incurs a Separation from Service after December 31, 2018 shall not earn Years of Benefit Service for employment with the Company and its Affiliates on and after January 1, 2019.

2.46 Years of Vesting Service

"Years of Vesting Service" mean the following:

- (a) **Executive Benefit.** For purposes of determining whether a Participant has a vested interest in the Executive Benefit under Article 3, "Years of Vesting Service" mean the vesting service earned by the Participant as determined under the Qualified Pension Plan (but considering only such service earned during the Participant's period of active participation under Article 3).
- (b) **DB Restoration Benefit.** For purposes of determining whether a Participant has a vested interest in the DB Restoration Benefit under Article 4, "Years of Vesting Service" mean the vesting service earned by the Participant as determined under the Qualified Pension Plan (or the vesting service recognized under the Pension Plan for Inactive Participants for any Participant who, upon his or her Separation from Service, has an accrued benefit under that plan).
- (c) **Retirement Contribution Restoration Account.** For purposes of determining whether a Participant has a vested interest in his or her Retirement Contribution Restoration Account under Article 5, "Years of Vesting Service" mean the vesting service earned by the Participant as determined under the Retirement and Savings Plan.
- (d) **DC SERP Benefit.** For purposes of determining whether a Participant has a vested interest in a DC SERP Benefit under Article 6, "Years of Vesting Service" will be determined as follows:
 - (1) If the Participant is accruing benefits under the Qualified Pension Plan, his or her "Years of Vesting Service" mean the vesting service earned by the Participant as determined under the Qualified Pension Plan (but considering only such service earned during the Participant's period of employment as an officer of the Company).
 - (2) If the Participant is eligible to receive "Retirement Contributions" (as defined and determined under the Retirement and Savings Plan), his or her "Years of Vesting Service" mean the vesting service earned by the Participant as determined under the Retirement and Savings Plan (but considering only such service earned during the Participant's period of employment as an officer of the Company).

Article 3. Executive Benefit

3.1 Eligibility and Participation

- (a) **Eligibility.** Subject to section 3.1(b) below, an Employee who was a Participant with respect to the Executive Benefit as of December 31, 2007 shall continue to be a Participant with respect to this benefit on and after January 1, 2008. Each Employee who was not a Participant with respect to the Executive Benefit as of December 31, 2007 shall not be eligible to become a Participant under this Article 3.
- (b) **Duration of Participation.** An individual who becomes a Participant under this Article 3 shall continue as an active Participant until the earliest of the following three dates:
- (1) the date on which the Participant is designated by the Committee as no longer eligible to be a Participant with respect to the Executive Benefit;
 - (2) the date on which the Participant incurs a Separation from Service; or
 - (3) December 31, 2018.

When active participation ends under section 3.1(b)(1), (2), or (3), the individual will continue as an inactive Participant with respect to the Executive Benefit until he or she has received a complete distribution of any benefits to which he or she is entitled under this Article 3 (or forfeits any such benefits either by incurring a Separation from Service before qualifying for a deferred vested retirement benefit under section 3.4(a) or by violating any of the conditions specified in section 10.14).

3.2 Normal Retirement Benefits

- (a) **Eligibility.** A Participant under this Article 3 who incurs a Separation from Service on or after attaining age 65 shall be eligible for a normal retirement benefit under this section 3.2. This benefit shall commence as of the date determined under section 3.2(c) and shall be paid in the form determined under section 3.6.
- (b) **Amount.** The Executive Benefit payable under this section 3.2 to a Participant who retires after reaching age 65 shall equal the sum of-
- (1) the Participant's Net Executive Restoration Benefit determined under section 3.5 as of the date of the Participant's Separation from Service, but expressed as a Single Life Annuity (i.e., determined before converting the Gross Executive Restoration Benefit and the offset for the benefit payable under the Qualified Pension Plan into a Joint and 75 Percent Survivor Annuity under section 3.5(d)); and
 - (2) the Participant's Net Executive SERP Benefit, which shall equal (A) reduced by the sum of (B) and (C) where-

-
- (A) is the Gross Executive SERP Benefit determined as of the date of the Participant's Separation from Service;
 - (B) is the Gross Executive Restoration Benefit determined under section 3.5(b) as of the date of the Participant's Separation from Service (after such amount has been converted into a Joint and 75 Percent Survivor Annuity in the manner described in section 3.5(d)); and
 - (C) is the Participant's Social Security Benefit.
- (c) **Commencement.** If a Participant becomes entitled to an Executive Benefit under this section 3.2 upon his or her Separation from Service, both the Net Executive Restoration Benefit and the Net Executive SERP Benefit shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. If all or a portion of the Executive Benefit is paid as an annuity under section 3.6, the first such annuity payment shall include the monthly amounts (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the first day of the month next following the date on which the Participant incurs a Separation from Service.
- (d) **Freeze of Accruals.** Notwithstanding any provision in this section 3.2 to the contrary, the benefit amount for a Participant who incurs a Separation from Service after December 31, 2018 shall be determined under section 3.2(b) as if the Participant incurred a Separation from Service on December 31, 2018 (but the benefit commencement date under section 3.2(c) shall still be based upon the Participant's actual Separation from Service).

3.3 Early Retirement Benefits

- (a) **Eligibility.** A Participant under this Article 3 who incurs a Separation from Service before reaching age 65, but after reaching age 55, shall be eligible for an early retirement benefit under this section 3.3. This benefit shall commence on the date determined under section 3.3(c) and shall be paid in the form determined under section 3.6.
- (b) **Amount.** The Executive Benefit payable under this section 3.3 shall equal the sum of the Net Executive Restoration Benefit determined under section 3.3(b)(1) and the Net Executive SERP Benefit determined under section 3.3(b)(2).
- (1) **Net Executive Restoration Benefit.** The Net Executive Restoration Benefit under this section 3.3 shall equal (A) reduced by (B) where-
- (A) is the Net Executive Restoration Benefit determined under section 3.5 as of the date of the Participant's Separation from Service, but expressed as a Single Life Annuity (i.e., determined before converting the Gross

Executive Restoration Benefit and the offset for the benefit payable under the Qualified Pension Plan into a Joint and 75 Percent Survivor Annuity under section 3.5(d)); and

(B) is 0.30 percent of the amount determined under section 3.3(b)(1)(A) for each month by which the first day of the month that next follows the month in which the Participant incurred a Separation from Service precedes the first day of the month next following the month in which the Participant would attain age 65.

(2) **Net Executive SERP Benefit.** The Net Executive SERP Benefit payable under this section 3.3 shall equal (A) reduced by the sum of (B) and (C) where-

(A) is the Participant's Gross Executive SERP Benefit determined as of the date of the Participant's Separation from Service, reduced by 0.25 percent for each month by which the first day of the month that next follows the month in which the Participant incurred a Separation from Service precedes the first day of the month next following the month in which the Participant would attain age 62;

(B) is the Gross Executive Restoration Benefit determined under section 3.5(b) as of the date of the Participant's Separation from Service (after such amount has been converted into a Joint and 75 Percent Survivor Annuity in the manner described in section 3.5(d)), reduced for commencement before age 65 in the manner and amount described in section 3.3(b)(1)(B) above; and

(C) is the Participant's Social Security Benefit, calculated as if it were to commence on the first day of the month next following the later of (i) the month in which the Participant incurs a Separation from Service or (ii) the month in which the Participant attains age 62. (This offset for the Social Security Benefit shall first be applied as of the first day of the month next following the later of the month in which the Participant incurs a Separation from Service or attains age 62.)

(c) **Commencement.** If a Participant becomes entitled to an Executive Benefit under this section 3.3 upon his or her Separation from Service, both the Net Executive Restoration Benefit and the Net Executive SERP Benefit shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. If all or a portion of the Executive Benefit is paid as an annuity under section 3.6, the first such annuity payment shall include the monthly amounts (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the first day of the month next following the date on which the Participant incurs a Separation from Service.

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- (d) **Freeze of Accruals.** Notwithstanding any provision in this section 3.3 to the contrary, the benefit amount for a Participant who incurs a Separation from Service after December 31, 2018 shall be determined under section 3.3(b) as if the Participant incurred a Separation from Service on December 31, 2018 (but the applicable reductions under sections 3.3(b)(1)(B) and 3.3(b)(2)(A), and the benefit commencement date under section 3.3(c), shall still be based on the Participant's actual Separation from Service).

3.4 Deferred Vested Retirement Benefits

- (a) **Eligibility.** A Participant under this Article 3 who incurs a Separation from Service before qualifying for early retirement under section 3.3, but after completing five or more Years of Vesting Service as a Participant under this Article 3, shall be eligible for a deferred vested retirement benefit under this section 3.4. This benefit shall commence on the date determined under section 3.4(c) and shall be paid in the form determined under section 3.6.
- (b) **Amount.** The Executive Benefit payable under this section 3.4 shall equal the sum of the Net Executive Restoration Benefit determined under section 3.4(b)(1) and the Net Executive SERP Benefit determined under section 3.4(b)(2).
- (1) **Net Executive Restoration Benefit.** The Net Executive Restoration Benefit payable under this section 3.4 shall equal (A) multiplied by (B) where-
- (A) is the Net Executive Restoration Benefit determined under section 3.5 as of the date of the Participant's Separation from Service, but expressed as a Single Life Annuity (i.e., determined before converting the Gross Executive Restoration Benefit and the offset for the benefit payable under the Qualified Pension Plan into a Joint and 75 Percent Survivor Annuity under section 3.5(d)); and
 - (B) is 64 percent.
- (2) **Net Executive SERP Benefit.** The Net Executive SERP Benefit payable under this section 3.4 shall equal (A) reduced by the sum of (B) and (C) where-
- (A) is 79 percent of the Participant's Gross Executive SERP Benefit determined as of the date of the Participant's Separation from Service;
 - (B) is 64 percent of the Gross Executive Restoration Benefit determined under section 3.5(b) as of the date of the Participant's Separation from Service, (after such amount has been converted into a Joint and 75 Percent Survivor Annuity in the manner described in section 3.5(d)); and
 - (C) is the Participant's Social Security Benefit, calculated as if it were to commence on the first day of the month next following the month in which the Participant attains age 62. (This offset for the Social Security Benefit

shall first be applied as of the first day of the month next following the month in which the Participant attains age 62.)

(c) **Commencement.** If a Participant becomes entitled to an Executive Benefit under this section 3.4 upon his or her Separation from Service, both the Net Executive Restoration Benefit and the Net Executive SERP Benefit shall commence as of the later of-

- (1) the first day of the month next following the month in which the Participant reaches age 55; or
- (2) the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs.

If all or a portion of the Executive Benefit is paid as an annuity under section 3.6, and the Participant's benefit commencement date is the date determined under section 3.4(c)(2), the first such annuity payment shall include the monthly amounts (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the first day of the month next following the month in which the Participant reaches age 55.

(d) **Freeze of Accruals.** Notwithstanding any provision in this section 3.4 to the contrary, the benefit amount for a Participant who incurs a Separation from Service after December 31, 2018 shall be determined under section 3.4(b) as if the Participant incurred a Separation from Service on December 31, 2018 (but the benefit commencement date under section 3.2(c) shall still be based upon the Participant's actual Separation from Service).

3.5 Net Executive Restoration Benefit

(a) **In General.** A Participant's Net Executive Restoration Benefit shall equal the difference between-

- (1) the Gross Executive Restoration Benefit determined as of the Participant's Separation from Service under section 3.5(b); and
- (2) the benefit accrued by the Participant under the Qualified Pension Plan determined as of his or her Separation from Service as determined under 3.5(c).

(b) **Gross Executive Restoration Benefit.** A Participant's Gross Executive Restoration Benefit shall be determined initially as of December 31, 2008 (in accordance with section 3.5(b)(1)); then adjusted for each full Plan Year of participation thereafter (in accordance with section 3.5(b)(2)); and adjusted further for the Plan Year in which the Participant incurs a Separation from Service (in accordance with section 3.5(b)(3)).

- (1) **Gross Executive Restoration Benefit as of December 31, 2008.** The Gross Executive Restoration Benefit as of December 31, 2008 shall equal the amount

that would have been accrued by the Participant under the Qualified Pension Plan as of such date without regard to the limits imposed by Code sections 401(a)(17) and 415, and calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date, but then converted into a Joint and 75 Percent Survivor Annuity commencing on the Participant's Normal Retirement Date (in the manner described in section 3.5(d)).

- (2) **Annual Adjustments to Gross Executive Restoration Benefit for Full Plan Years of Participation.** Beginning January 1, 2009, the Gross Executive Restoration Benefit determined as of the end of the immediately preceding Plan Year shall be increased as of the last day of each subsequent full Plan Year of participation by an amount equal to the lesser of (A) or (B) where-
- (A) is the difference (but not less than zero) between-
 - (i) the amount that would have been accrued by the Participant under the Qualified Pension Plan through the last day of the current Plan Year without regard to the limits imposed by Code sections 401(a)(17) and 415, and calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date, but then converted into a Joint and 75 Percent Survivor Annuity commencing on the Participant's Normal Retirement Date (in the manner described in section 3.5(d)); and
 - (ii) is the lesser of-
 - (I) the amount that would have been accrued by the Participant under the Qualified Pension Plan through the last day of the immediately preceding Plan Year without regard to the limits imposed by Code sections 401(a)(17) and 415, calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date but then converted into a Joint and 75 Percent Survivor Annuity commencing on the Participant's Normal Retirement Date (in the manner described in section 3.5(d)); and
 - (II) the amount of the Gross Executive Restoration Benefit as of the last day of the immediately preceding Plan Year; and
 - (B) is the increase in the Gross Executive SERP Benefit for such full Plan Year of participation. (This increase shall equal the Gross Executive SERP Benefit as of the last day of the Plan Year reduced by the Gross Executive SERP Benefit determined as of the last day of the immediately preceding Plan Year.)

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- (3) **Final Determination of Gross Executive Restoration Benefit as of Separation from Service.** As of the date of the Participant's Separation from Service, the Gross Executive Restoration Benefit shall equal the Gross Executive Restoration Benefit determined under section 3.5(b)(2) as of the last day of the immediately preceding Plan Year increased through the date of the Participant's Separation from Service by an amount equal to the lesser of (A) or (B) where-
- (A) is the difference (but not less than zero) between-
 - (i) the amount that would have been accrued by the Participant under the Qualified Pension Plan through the date of his or her Separation from Service without regard to the limits imposed by Code sections 401(a)(17) and 415, calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date, but then converted into a Joint and 75 Percent Survivor Annuity commencing on the Participant's Normal Retirement Date (in the manner described in section 3.5(d)); and
 - (ii) the lesser of-
 - (I) the amount that would have been accrued by the Participant under the Qualified Pension Plan through the last day of the immediately preceding Plan Year without regard to the limits imposed by Code sections 401(a)(17) and 415, calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date, but then converted into a Joint and 75 Percent Survivor Annuity commencing on the Participant's Normal Retirement Date (in the manner described in section 3.5(d)); and
 - (II) the amount of the Gross Executive Restoration Benefit as of the last day of the immediately preceding Plan Year; and
 - (B) is the increase in the Gross Executive SERP Benefit for the Plan Year in which the Participant incurred a Separation from Service. (This increase shall equal the Gross Executive SERP Benefit as of the date of the Participant's Separation from Service reduced by the Gross Executive SERP Benefit determined as of the last day of the immediately preceding Plan Year).
- (4) **Freeze of Accruals.** Notwithstanding any provision of this Plan to the contrary, for a Participant who incurs a Separation from Service after December 31, 2018, the Gross Executive Restoration Benefit shall be calculated under this section 3.5 as if the Participant incurred a Separation from Service on December 31, 2018.

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- (c) **Offset for Qualified Pension Plan Benefit.** The offset described in section 3.5(a)(2) shall equal the amount accrued by the Participant under the Qualified Pension Plan as of the date of the Participant's Separation from Service, calculated initially as a Single Life Annuity commencing on the Participant's Normal Retirement Date, but then converted into a Joint and 75 Percent Survivor Annuity (in the manner described in section 3.5(d)). Notwithstanding any provision in this Plan to the contrary, for a Participant who incurs a Separation from Service after December 31, 2018, the offset determined under this section 3.5(c) shall equal the amount accrued by the Participant under the Qualified Pension Plan as of December 31, 2018.
- (d) **Adjustment to the Single Life Annuity Amounts.** Amounts calculated initially as a Single Life Annuity under sections 3.5(b) and 3.5(c) shall be converted into actuarially equivalent Joint and 75 Percent Survivor Annuity by-
- (1) applying the mortality and interest assumptions described in section 2.1, and
 - (2) for a Participant who is not married as of the applicable calculation date, by assuming that the Participant's beneficiary under the Joint and 75 Percent Survivor Annuity is the same age as the Participant.

3.6 Form of Payment

- (a) **Net Executive Restoration Benefit.** If a Participant's benefit commencement date under this Article 3 is on or after January 1, 2009, such benefit shall be distributed as follows:
- (1) **Normal Form of Payment.** Unless a Participant elects an optional form under section 3.6(a)(2), and unless otherwise provide under section 10.3, the Net Executive Restoration Benefit shall be paid in the form of a Single Life Annuity, as determined under section 3.2(b)(1), 3.3(b)(1), or 3.4(b)(1) (as applicable).
 - (2) **Optional Forms of Payment.** In lieu of the Single Life Annuity described in section 3.6(a)(1), and unless otherwise provide under section 10.3, a Participant may elect instead, at any time before his or her benefit commencement date and in a manner specified by the Committee, to receive his or her Net Executive Restoration Benefit in any one of the following forms of payment (each of which shall be the Actuarial Equivalent of the Single Life Annuity):
 - (A) Joint and 50 Percent Survivor Annuity;
 - (B) Joint and 75 Percent Survivor Annuity;
 - (C) Joint and 100 Percent Survivor Annuity;
 - (D) Five-Year Certain and Life Annuity; or
 - (E) 10-Year Certain and Life Annuity.

(b) **Net Executive SERP Benefit.**

(1) **Normal Form of Payment.** Except as provided in sections 3.6(b)(2) and 10.3, the portion of the Executive Benefit that is attributable to the Net Executive SERP Benefit shall be paid as follows:

- (A) **Married Participant:** If a Participant is married when the payment of his or her Executive Benefit commences under this Article 3, the Net Executive SERP Benefit (i.e., the monthly amount determined under section 3.2(b)(2), 3.3(b)(2), or 3.4(b)(2), as applicable) shall be paid in the form a Joint and 75 Percent Survivor Annuity, with the Participant's spouse as his or her Beneficiary.
- (B) **Unmarried Participant.** If a Participant is not married when the payment of his or her Net Executive SERP Benefit commences under this Article 3, such benefit shall be paid in the form of a Ten-Year Certain and Life Annuity. This Ten-Year Certain and Life Annuity shall be the Actuarial Equivalent of the Joint and 75 Percent Survivor Annuity determined under section 3.2(b)(2), 3.3(b)(2), or 3.4(b)(2), as applicable (which shall be valued assuming that the Participant's Beneficiary is the same age as the Participant).

(2) **Optional Form of Payment.**

- (A) **Three Equal Installments.** Subject to section 10.3, a Participant may waive the normal form of payment specified under Section 3.6(b)(1) and elect instead to receive the Net Executive SERP Benefit in the form of three equal installments, with the first installment payable on the benefit commencement date determined under section 3.2(c), 3.3(c), or 3.4(c) (as applicable), the second installment payable six months after the payment of the first installment, and the third installment payable 12 months after the payment of the second installment.

The amount of these installments shall be determined as follows:

- (i) The Net Executive SERP Benefit determined under 3.2(b)(2), 3.3(b)(2), or 3.4(b)(2) (as applicable) shall first be converted from an amount payable as a Joint and 75 Percent Survivor Annuity into an equivalent lump sum using-
 - (I) the "applicable mortality table" determined under Code section 417(e); and
 - (II) the "applicable interest rate" determined under Code section 417(e) for the month of November immediately

preceding the first day of the Plan Year in which the distribution occurs.

- (ii) The lump sum determined under section 3.6(b)(2)(A)(i) shall then be converted into an equivalent payment stream of three installments by applying the first tier segment rate described in Code section 430(h)(2)(C)(i).
- (B) **Limitation on Final Installment Payments.** If the amount of the final (i.e., third) installment payments made on behalf of all Participants who are entitled to such final installment payments in any Plan Year would trigger settlement accounting for such Plan Year under FASB ASC 715 (or any successor to such statement), the amount actually paid in such Plan Year shall be limited to avoid the application of settlement accounting in the manner described below.
- (i) The aggregate excess amount for the Plan Year is equal to (I) minus (II) where-
 - (I) is the total of all final (i.e., third) installment payments due to Participants under this section 3.6(b)(2) for the Plan Year; and
 - (II) is the total amount of all final (i.e., third) installment payments that could be made for such Plan Year without triggering settlement accounting for the Plan Year.
 - (ii) The aggregate excess amount for the Plan Year (as determined under section 3.6(b)(2)(B)(i)) shall be allocated among the Participants who are otherwise entitled to their final installment payments in the Plan Year in proportion to the amount of each individual's final installment payment.
 - (iii) The installment payment actually made to each such Participant for the Plan Year shall equal the difference between (I) and (II) where-
 - (I) is the installment payment the Participant would otherwise be entitled to for the Plan Year without regard to this section 3.6(b)(2)(B); and
 - (II) is the Participant's proportionate share of the aggregate excess amount determined under section 3.6(b)(2)(B)(ii).
 - (iv) Each affected Participant will then receive an additional payment during the next following Plan Year equal to the amount by which his or her third installment payment was reduced under section 3.6(b)(2)(B)(iii), provided such payment would not itself trigger

settlement accounting for such Plan Year under Statement of Financial Accounting Standards No. 88 (or any successor to such statement). If such payment would trigger settlement accounting, the Committee will continue to apply the procedures described in this section 3.6(b)(2)(B) until the Participant has received a complete distribution of his or her final payment.

- (C) **Electing an Optional Form.** An election of the optional form of payment described in this section 3.6(b)(2) must be made by the Participant at a time and in a manner prescribed by the Committee, but not later than June 30, 2008.
- (D) **Death of the Participant after the Benefit Commencement Date.** If a Participant who has elected the optional form of payment described in this section 3.6(b)(2) dies after the benefit commencement date specified in section 3.2(c), 3.3(c), or 3.4(c) (as applicable), but before receiving all three installments, the remaining installments shall be paid to the Participant's Beneficiary at the same time as such installments would have been paid to the Participant.

3.7 Preretirement Death Benefits

- (a) **Eligibility.** If a Participant under this Article 3 dies before his or her benefit commencement date, but after attaining age 55 or completing five or more Years of Vesting Service as a Participant under this Article 3, the Participant's surviving spouse shall be entitled to the preretirement death benefit determined under this section 3.7. (If a Participant dies before meeting the eligibility requirements described above, or if the Participant does not have a surviving spouse as of the benefit commencement date determined under this section, no benefits will be payable under this section 3.7.)
- (b) **Net Executive Restoration Benefit.** A surviving spouse who becomes entitled to a benefit under section 3.7(a) shall receive a preretirement death benefit attributable to the Participant's Net Executive Restoration Benefit. The amount of such benefit shall be determined under section 3.7(b)(1). In addition, this benefit shall commence on the date determined under section 3.7(b)(2) and shall be paid in the form described in section 3.7(b)(3).
 - (1) **Benefit Amount.** The preretirement death benefit attributable to the Participant's Net Executive Restoration Benefit shall be a monthly benefit that is determined as follows:
 - (A) In the case of a Participant who dies after reaching age 55, the surviving spouse shall receive a Single Life Annuity having monthly payments equal to the survivor portion of the Joint and 50 Percent Survivor Annuity that would have become payable to the Participant as a Net Executive Restoration Benefit under this Article 3 had he or she incurred a Separation

from Service on the day before his or her death and commenced a benefit as of the date determined under section 3.2(c) or 3.3(c) (as applicable) in the form of a Joint and 50 Percent Survivor Annuity with the Participant's spouse as his or her designated Beneficiary.

- (B) In the case of a Participant who dies before reaching age 55, the surviving spouse shall receive a Single Life Annuity having monthly payments equal to the survivor portion of the Joint and 50 Percent Survivor Annuity that would have become payable to the Participant as a Net Executive Restoration Benefit under this Article 3 had he or she incurred a Separation from Service on the date of his or her death, survived to the first day of the month next following the month in which the Participant would have attained age 55, and commenced a benefit as of such date in the form of a Joint and 50 Percent Survivor Annuity with the Participant's spouse as his or her designated Beneficiary.
- (2) **Benefit Commencement Date.** A preretirement death benefit that becomes payable under this section 3.7(b) shall commence on the first day of the month next following the later of-
 - (A) the date of the Participant's death; or
 - (B) the date the Participant would have reached age 55.
- (3) **Form of Payment.** Except as provided in section 10.3, a preretirement death benefit under this section 3.7(b) shall be paid to the Participant's surviving spouse in the form of a Single Life Annuity.
- (c) **Net Executive SERP Benefit.** A surviving spouse who becomes entitled to a benefit under section 3.7(a) shall receive a preretirement death benefit attributable to the Participant's Net Executive SERP Benefit. The amount of such benefit shall be determined under section 3.7(c)(1). In addition, this benefit shall commence on the date determined under section 3.7(c)(2) and shall be paid in the form described in section 3.7(c)(3).
 - (1) **Benefit Amount.** The preretirement death benefit attributable to the Participant's Net Executive SERP Benefit shall be a monthly benefit that is determined as follows:
 - (A) **Death on or after Age 55.** If a vested Participant dies before the commencement date of his or her Net Executive SERP Benefit, but on or after attaining age 55, the Participant's surviving spouse shall be entitled to a Single Life Annuity with monthly payments equal to (i) reduced by (ii) where-

-
- (i) is 75 percent of the Gross Executive SERP Benefit accrued by the Participant as of the date of his or her death (with no reductions for early commencement)-
 - (I) assuming the Participant had at least 15 Years of Benefit Service under section 2.21(a);
 - (II) using the Participant's actual Years of Benefit Service as of his or her date of death under section 2.21(b); and
 - (III) replacing the offset for Social Security Benefits with an offset for the combined family Social Security benefit; and
 - (ii) is the sum of-
 - (I) the survivor portion of the amount that would have become payable to the Participant under the Qualified Pension Plan, assuming the Participant incurred a Separation from Service on the day before his or her death, and commenced a benefit under such plan as of the first day of the month next following the month of the Participant's death in the form of a Joint and 50 Percent Survivor Annuity with the Participant's spouse as his or her designated Beneficiary; and
 - (II) the amount that would become payable to the Participant's spouse under section 3.7(b) as of the first day of the month next following the month of the Participant's death.
- (B) **Death before Age 55.** If a vested Participant dies before attaining age 55, the Participant's surviving spouse shall be entitled to a Single Life Annuity with monthly payments equal to (i) reduced by (ii) where-
- (i) is the amount determined under section 3.7(c)(1)(A)(i) above as of the date of the Participant's death; and
 - (ii) is the sum of-
 - (I) the survivor portion of the amount that would have become payable to the Participant under the Qualified Pension Plan, assuming the Participant incurred a Separation from Service on the day of his or her death, survived to the first day of the month next following the month in which the Participant would have attained age 55, and commenced a benefit as of such date in the form of a Joint and 50 Percent Survivor Annuity with the Participant's spouse as his or her designated Beneficiary; and

-
- (II) the amount that would become payable to the Participant's spouse under section 3.7(b) as of the first day of the month next following the month in which the Participant attains age 55.

(2) **Benefit Commencement Date.**

- (A) **Death on or after Age 55.** A preretirement death benefit payable on behalf of a Participant described in section 3.7(c)(1)(A) shall commence as of the first day of the month next following the month of the Participant's death.
- (B) **Death before Age 55.** A preretirement death benefit that becomes payable on behalf of a Participant under section 3.7(c)(1)(B) shall commence as of the first day of the month next following the month in which the Participant would have attained age 55.

(3) **Form of Payment.**

- (A) **General Rule.** Except as provided in sections 3.7(c)(3)(B) and 10.3, a preretirement death benefit under this section 3.7(c) shall be paid to the Participant's surviving spouse in the form of a Single Life Annuity.
- (B) **Installments.** If a Participant made a timely election under section 3.6(b)(2)(C) to receive his or her Net Executive SERP benefit in the form of three equal installments, the preretirement death benefit attributable to the Net Executive SERP benefit under section 3.7(c) shall be paid to the Participant's surviving spouse in the form of three equal installments (calculated in the manner described in section 3.6(b)(2)(A), but with the first installment to be paid as soon as practicable following the Participant's death, and no later than the last day of the Plan Year in which the Participant died (or the 15th day of the third calendar month following date of the Participant's death, if later). The second installment shall be paid in January of the year following payment of the first installment, and the third installment shall be paid in January of the year following payment of the second installment).

Article 4. DB Restoration Benefit

4.2 Eligibility and Participation

(a) **Eligibility.** Each Employee who was a Participant with respect to the DB Restoration Benefit on December 31, 2014 shall continue to be Participant under this Article 4 on January 1, 2015. Each other Employee shall be eligible to become a Participant with respect to the DB Restoration Benefit described in this Article 4 if the Employee-

- (1) has an accrued benefit under the Qualified Pension Plan or the Pension Plan for Inactive Participants; and
- (2) is determined by the Committee to be among a select group of management or highly compensated employees.

However, notwithstanding any provision in this Plan to the contrary, any Employee who is a Participant with respect to the Executive Benefit described in Article 3 shall not be a Participant with respect to the DB Restoration Benefit described in this Article 4.

(b) **Date of Participation.** Each Employee who is eligible to participate under section 4.1(a) shall become a Participant under this Article 4 as of the first day of the month next following the month in which his or her accrued benefit under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) becomes limited by Code section 401(a)(17) and/or Code section 415.

(c) **Duration of Participation.** An individual who becomes a Participant under this section 4.1 shall continue as an active Participant under this Article 4 until the earlier of the date on which he or she-

- (1) is determined by the Committee as no longer meeting the requirements of section 4.1(a); or
- (2) incurs a Separation from Service.

When active participation ends under section 4.1(c)(1) or (2), the individual will continue as an inactive Participant with respect to the DB Restoration Benefit until he or she has received a complete distribution of any benefits earned under this Article 4 (or forfeits any such benefits by incurring a Separation from Service before meeting the eligibility requirements for a deferred vested retirement benefit under section 4.4(a)).

4.3 Normal Retirement Benefit

(a) **Eligibility.** A Participant under this Article 4 who incurs a Separation from Service after reaching age 65 shall be entitled to a normal retirement benefit under this section 4.2. This normal retirement benefit shall be calculated as a Single Life

Annuity commencing on the date specified in section 4.2(c)(1), but shall be paid in the form determined under section 4.5.

- (b) **Amount.** A Participant who is eligible for a normal retirement benefit under section 4.2(a) shall be entitled to a monthly benefit equal to the difference between-
- (1) the monthly benefit to which the Participant would be entitled to under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) commencing as of the first day of the month next following the month in which the Participant incurs a Separation from Service, but calculated without regard to the compensation and benefit limits in effect under the Qualified Pension Plan pursuant to Code sections 401(a)(17) and 415; and
 - (2) the monthly normal retirement benefit payable to the Participant under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) commencing as of the first day of the month next following the month in which the Participant incurs a Separation from Service.
- (c) **Benefit Commencement Date.**
- (1) **In General.** Except as provided in section 4.2(c)(2), payment of benefits under this section 4.2 shall begin as of the first day of the month following the date on which the Participant incurs a Separation from Service.
 - (2) **Delayed Commencement for Key Employees.** If the Participant is a Key Employee upon his or her Separation from Service, payment of the DB Restoration Benefit shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. However, the first benefit payment will include the payments (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the date determined under section 4.2(c)(1).

4.4 Early Retirement Benefits

- (a) **Eligibility.** A Participant under this Article 4 who incurs a Separation from Service after reaching age 55, but before meeting the requirements for a normal retirement benefit under section 4.2(a), shall be entitled to an early retirement benefit under this section 4.3. This early benefit shall be calculated as a Single Life Annuity commencing on the date specified in section 4.3(c)(1), but shall be paid in the form determined under section 4.5.
- (b) **Amount.** The benefit payable to a Participant under this section 4.3 shall equal the normal retirement benefit accrued by the Participant under section 4.2(b) as of the date of his or her Separation from Service, reduced by 0.3 percent of such amount for each

month by which the benefit commencement date described in section 4.3(c)(1) precedes the Participant's Normal Retirement Date.

(c) **Benefit Commencement Date.**

- (1) **In General.** Except as otherwise provided in section 4.3(c)(2) below, for a Participant who incurs a Separation of Service on or after January 1, 2009, payment of an early retirement benefit under this section 4.3 shall commence as of the first day of the month next following the date on which the Participant incurs a Separation from Service.
- (2) **Delayed Commencement for Key Employees.** If the Participant is a Key Employee upon his or her Separation from Service, and such Participant's benefit commencement date under section 4.3(c)(1) would otherwise occur on or after January 1, 2009, payment of the DB Restoration Benefit shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. However, the first benefit payment will include the payments (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the date determined under section 4.3(c)(1).

4.5 Deferred Vested Retirement Benefits

- (a) **Eligibility.** A Participant under this Article 4 who incurs a Separation from Service before becoming eligible for an early retirement benefit under section 4.3, but after completing five or more Years of Vesting Service, shall be entitled to a deferred vested retirement benefit under this section 4.4. This deferred vested retirement benefit shall be calculated as a Single Life Annuity commencing on the date specified in section 4.4(c)(1), but shall be paid in the form determined under section 4.5.
- (b) **Amount.** The benefit payable to a Participant under this section 4.4 shall equal the normal retirement benefit accrued by the Participant under section 4.2(b) as of the date of his or her Separation from Service, reduced by 0.3 percent of such amount for each month by which the benefit commencement date described in section 4.4(c)(1) precedes the Participant's Normal Retirement Date.
- (c) **Benefit Commencement Date.**
 - (1) **In General.** Except as otherwise provided in section 4.4(c)(2), for a Participant who incurs a Separation of Service on or after January 1, 2009, payment of a deferred vested retirement benefit under this section 4.4 shall commence as of the first day of the month next following the date on which the Participant reaches age 55.
 - (2) **Delayed Commencement for Key Employees.** If the Participant is a Key Employee upon his or her Separation from Service, and such Participant's benefit

commencement date under section 4.4(c)(1) would otherwise occur on or after January 1, 2009, payment of the DB Restoration Benefit shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. However, the first benefit payment will include the payments (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the date determined under section 4.4(c)(1).

4.6 Form of Payment

Except as provided in section 10.3, if a Participant's benefit commencement date under this Article 4 is on or after January 1, 2009, the benefit shall be distributed to the Participant as follows:

- (a) **Normal Form of Payment.** Unless a Participant elects an optional form under section 4.5(b), the DB Restoration Benefit shall be paid in the form of a Single Life Annuity.
- (b) **Optional Forms of Payment.** In lieu of the Single Life Annuity described in section 4.5(a), a Participant may elect instead, at any time before his or her benefit commencement date and in a manner specified by the Committee, to receive his or her DB Restoration Benefit in any one of the following forms of payment (each of which shall be the Actuarial Equivalent of the Single Life Annuity):
 - (1) Joint and 50 Percent Survivor Annuity;
 - (2) Joint and 75 Percent Survivor Annuity;
 - (3) Joint and 100 Percent Survivor Annuity;
 - (4) Five-Year Certain and Life Annuity; or
 - (5) 10-Year Certain and Life Annuity.

4.7 Preretirement Death Benefits

- (a) **Eligibility.** If a Participant under this Article 4 dies before his or her benefit commencement date, but after attaining age 55 or completing five or more Years of Vesting Service, the Participant's surviving spouse shall be entitled to the preretirement death benefit determined under this section 4.6. No preretirement death benefit shall be payable under this Article 4 on behalf of a Participant who-
 - (1) is not married at the time of his or her death; or
 - (2) is married at the time of his or her death, but had not either attained age 55 or completed five or more Years of Vesting Service.

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- (b) **Amount.** A surviving spouse who becomes eligible for a preretirement death benefit under section 4.6(a) shall be entitled to a monthly benefit equal to the difference between-
- (1) the preretirement death benefit to which the spouse would be entitled under the Qualified Pension Plan commencing as of the date specified under section 4.6(c), but calculated without regard to the compensation and benefit limits in effect under the Qualified Pension Plan pursuant to Code sections 401(a)(17) and 415; and
 - (2) the preretirement death benefit that actually would be payable to the spouse under the Qualified Pension Plan if such benefit were to commence as of the date specified under section 4.6(c) below.
- (c) **Benefit Commencement Date.** A preretirement death benefit that becomes payable under this section 4.6 shall commence on the first day of the month following the later of-
- (1) the date of the Participant's death; or
 - (2) the date the Participant would have reached age 55.
- (d) **Form of Payment.** Except as provided in section 10.3, a preretirement death benefit under this section 4.6 shall be paid to the Participant's surviving spouse in the form of a Single Life Annuity.

6.5 DC Restoration Account

5.1 Eligibility and Participation

- (a) **Eligibility.** Each Employee who was a Participant on December 31, 2007 with respect to the "Excess ESSOP Benefit" (as defined under the Plan as in effect on such date) shall continue to be Participant under this Article 5 on January 1, 2008. Each other Employee shall be eligible to become a Participant with respect to the DC Restoration Account described in this Article 5 if the Employee is-
- (1) a participant under the Retirement and Savings Plan; and
 - (2) determined by the Committee to be among a select group of management or highly compensated employees.
- (b) **Date of Participation.** Each Employee who is eligible to participate under section 5.1(a) shall become a Participant under this Article 5 as of the first day of the month next following the month in which his or her benefits under the Retirement and Savings Plan become limited by Code section 401(a)(17) and/or Code section 415.
- (c) **Duration of Participation.** An individual who becomes a Participant under this section 5.1 shall continue as an active Participant under this Article 5 until the earlier of the date on which he or she-
- (1) is determined by the Committee as no longer meeting the requirements of section 5.1(a); or
 - (2) incurs a Separation from Service.

When active participation ends under section 5.1(c)(1) or (2), the individual will continue as an inactive Participant under with respect to the DC Restoration Account until he or she has received a complete distribution of all vested benefits earned under this Article 5.

5.2 Benefits

- (a) **Company Match Restoration Benefit.** For each Plan Year, the Company shall credit to the Company Match Restoration Account of each Participant an amount equal to:
- (1) the portion of the Participant's Eligible Compensation for the Plan Year that exceeds the limit in effect for such Plan Year under Code section 401(a)(17); multiplied by
 - (2) the matching contribution percentage that would have applied to the Participant under the Retirement and Savings Plan for such Plan Year assuming that he or she had been contributing at a rate to qualify for the maximum matching contribution percentage under such plan.

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- (b) **Retirement Contribution Restoration Benefit.** For each Plan Year, the Company shall credit to the Retirement Contributions Restoration Account of each Participant who is eligible to receive a “Retirement Contribution” under the terms of the Retirement and Savings Plan for such Plan Year an amount equal to the difference between-
- (1) the annual contribution to which the Participant would be entitled to as a “Retirement Contribution” for such Plan Year (as defined and determined under the Retirement and Savings Plan), calculated without regard to the compensation and benefit limits in effect pursuant to Code sections 401(a)(17) and 415; and
 - (2) the “Retirement Contributions” (as defined and determined under the Retirement and Savings Plan) actually allocated to the Participant’s account under the Retirement and Savings Plan for such Plan Year.

However, notwithstanding the above, a Participant shall be entitled to an allocation under this section 5.2(b) for a Plan Year only if (i) he or she is actively employed on the last day of the Plan Year or (ii) incurs a Separation from Service before the last day of the Plan Year on account of death, disability, or termination of employment after reaching age 55.

- (c) **Timing.** Contributions under this section 5.2 shall be credited to each Participant’s DC Restoration Account at the time or times determined by the Committee within its sole and absolute discretion, but in no event shall contributions for a Plan Year be allocated to a Participant’s DC Restoration Account later than March 1 of the next following Plan Year (or as soon as administratively practicable after such date).

5.3 Investment Gains and Losses.

Amounts credited to a Participant’s DC Restoration Account shall be adjusted as of each Valuation Date to reflect the earnings and losses that would have occurred had such account actually been invested in the manner described below.

- (a) **Investment Funds.** For purposes of this section 5.3, “investment funds” mean the investment funds available under the Retirement and Savings Plan (but excluding the self-directed brokerage account and the Company Sock fund).
- (b) **Investment of Contributions.** Contributions allocated to a Participant’s Company Match Restoration Account and Retirement Contributions Restoration Account shall be deemed to be invested in one or more investment funds selected by the Participant. The Participant shall direct the investment of these contributions in 1 percent increments, at a time and manner prescribed by the Committee.

A Participant may change his or her deemed investment elections with respect to future contributions (in 1 percent increments) by giving notice of such change to the

Committee at a time and manner prescribed by the Committee. The change shall be effective as soon as administratively practicable following the receipt of such notice.

- (c) **Investment Transfers.** Each Participant may elect to transfer any portion of his or her DC Restoration Account that is deemed invested in any particular investment fund to any one or more of the other investment funds by giving notice of such change to the Committee at a time and manner prescribed by the Committee. This change shall be effective as soon as administratively practicable following the receipt of such notice.
- (d) **Default Investment.** If a Participant fails to make an election under section 5.3(b), the contributions allocated to the Participant's Company Match Restoration Account under section 5.2(a) and/or the Participant's Retirement Contributions Restoration Account under section 5.2(b) shall be deemed to be invested in the Target Date Retirement Fund.

5.4 Vesting

- (a) **Company Match Restoration Account.** A Participant shall at all times have a fully vested interest in his or her Company Match Restoration Account.
- (b) **Retirement Contributions Restoration Account.** A Participant will become fully vested in his or her Retirement Contributions Restoration Account upon the earlier of:
 - (1) completing three Years of Vesting Service; or
 - (2) attaining age 55 while actively employed by the Company or an Affiliate.

A Participant who incurs a Separation from Service before reaching age 55 or completing three Years of Vesting Service will forfeit all amounts accumulated in his or her Retirement Contributions Restoration Account.

5.5 Distributions Following a Separation from Service

- (a) **Time of Payment.** The payment of vested benefits under this Article 5 shall commence as soon as administratively practicable following the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. In no event, however, shall payment commence later than the last day of the Plan Year in which such six-month anniversary occurs (or the 15th day of the third calendar month following such six-month anniversary, if later).
- (b) **Form of Payment.** Except as otherwise provided in section 10.3, the Participant's DC Restoration Account shall be distributed as of the benefit payment date determined under section 5.5(a) in the form of three installments, with:
 - (1) the first installment occurring on the benefit payment date determined under section 5.5(a) above, and comprised of a cash payment equal to one-third of the

amount credited to the Participant's DC Restoration Account as of such payment date;

- (2) the second installment occurring in January of the Plan Year next following the Plan Year in which the first installment is paid, and comprised of a cash payment equal to 50 percent of the amount credited to the Participant's DC Restoration Account as of such payment date; and
- (3) the third installment occurring in January of the Plan Year next following the Plan Year in which the second installment is paid, and comprised of a cash payment equal to the balance remaining in the Participant's DC Restoration Account as of such payment date.

During the installment distribution period described under this section 5.5(b), the Participant's remaining DC Restoration Account will continue to be adjusted for gains and losses under section 5.3 until such account has been completely distributed.

5.6 Distributions upon the Participant's Death

- (a) **Death After the Benefit Commencement Date.** If a Participant dies after having received one or more installment payments under section 5.5, any installment that remains unpaid as of the date of the Participant's death shall be distributed to the Participant's Beneficiary on the same date on which such installment payment would have been distributed to the Participant in accordance with section 5.5(b).
- (b) **Death Before the Benefit Commencement Date.** If a Participant dies before his or her benefit commencement date (as determined under section 5.5), the vested balance of the Participant's DC Restoration Account shall be distributed to the Participant's Beneficiary in three installments, with-
 - (1) the first installment occurring as soon as practicable following the Participant's death, but no later than the last day of the Plan Year in which the Participant died (or the 15th day of the third calendar month following date of the Participant's death, if later), and comprised of a cash payment equal to one-third of the amount credited to the Participant's DC Restoration Account;
 - (2) the second installment occurring in January of the Plan Year next following the Plan Year in which the first installment is paid, and comprised of a cash payment equal to one-half of the amount credited to the Participant's DC Restoration Account; and
 - (3) the third installment occurring in January of the Plan Year next following the Plan Year in which the second installment is paid, and comprised of a cash payment equal to the balance remaining in the Participant's DC Restoration Account.

During the installment distribution period described under this section 5.6, the Participant's DC Restoration Account will continue to be adjusted for gains and losses under section 5.3 until the entire benefit has been completely distributed.

6.6 DC SERP Benefit

6.1 Eligibility and Participation

(a) **Eligibility.** An Employee shall be eligible to become a Participant with respect to the DC SERP Benefit described in this Article 6 if he or she-

- (1) first becomes an officer of the Company on or after January 1, 2008; and
- (2) is determined by the Committee to be among a select group of management or highly compensated employees.

In addition, an Employee who is an active Participant under Article 3 on December 31, 2018, and who remains employed as an officer of the Company on January 1, 2019, shall become a Participant with respect to the DC SERP Benefit described in this Article 6 on January 1, 2019.

(b) **Date of Participation.** Each Employee who is eligible to participate under section 6.1(a) shall become a Participant under this Article 6 as of the first day of the month next following the month in which he or she first meets the eligibility requirements described in section 6.1(a).

(c) **Duration of Participation.** An individual who becomes a Participant under this section 6.1 shall continue as an active Participant under this Article 6 (and be entitled to the benefits described in section 6.2 below) until the earlier of the date on which he or she-

- (1) is determined by the Committee as no longer meeting the requirements of section 6.1(a); or
- (2) incurs a Separation from Service.

When active participation ends under section 6.1(c)(1) or (2), the individual will continue as an inactive Participant with respect to the DC SERP Benefit until he or she has received a complete distribution of any benefits earned under this Article 6 (or forfeits any such benefits under section 6.4).

6.2 Benefits

(a) **Amount.** For each Plan Year:

- (1) the Company shall credit 7.50 percent of each Participant's Eligible Compensation for that Plan Year to his or her DC SERP Account; and
- (2) the Company shall provide the Participant with a number of Restricted Stock Units equal to (A) 2.50 percent of the Participant's Eligible Compensation for that Plan Year, divided by (B) the closing price of the Company Stock as of the contribution date determined under section 6.2(b).

(b) **Timing.**

- (1) The amount determined under section 6.2(a)(1) for any Plan Year shall be credited to the Participant's DC SERP Account as of a date or dates selected by the Committee within its sole and absolute discretion, but in no event shall these amounts be credited later than March 1 of the next following Plan Year (or as soon as administratively practicable after such date).
- (2) The Restricted Stock Units determined under section 6.2(a)(2) for any Plan Year shall be issued to the Participant as of a date or dates selected by the Committee within its sole and absolute discretion, but in no event shall these Restricted Stock Units be issued later than March 1 of the next following Plan Year (or as soon as administratively practicable after such date).

6.3 Investment Gains and Losses.

- (a) **DC SERP Account:** A Participant's DC SERP Account shall be adjusted for earnings as of each Valuation Date at a rate equal to 120 percent of the Federal long-term rate as determined under Code section 1274(d) for January of the Plan Year in which the Valuation Date occurs.
- (b) **Restricted Stock Units:** Each Participant shall be entitled to the following with respect to his or her Restricted Stock Units:
 - (1) **Cash Dividends.** Whenever the Company pays a cash dividend with respect to Company Stock, the Company will issue an additional number of Restricted Stock Units to a Participant under this Article 6 equal to-
 - (A) the number of Restricted Stock Units held by the Participant as of the date of record for such dividend; multiplied by
 - (B) the per share cash dividend amount; divided by
 - (C) the closing price of the Company's Stock on the dividend payment date.
 - (2) **Stock Dividends.** Whenever the Company pays a stock dividend with respect to Company Stock, the Company will issue an additional number of Restricted Stock Units to a Participant under this Article 6 equal to-
 - (A) the number of Restricted Stock Units held by the Participant as of the date of record for such dividend; multiplied by
 - (B) the per share stock dividend rate.

6.4 Vesting

A Participant shall become vested in both the DC SERP Account and his or her Restricted Stock Units upon attaining age 55 and completing five Years of Vesting Service as an officer. A Participant who incurs a Separation from Service before reaching age 55 or before

completing five Years of Vesting Service as an officer will forfeit all amounts accumulated in his or her DC SERP Account and all of the Restricted Stock Units granted under this Article 6.

6.5 Distributions Following a Separation from Service

- (a) **Time of Payment.** The payment of vested benefits under this Article 6 shall commence as soon as administratively practicable following the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. In no event, however, shall payment commence later than the last day of the Plan Year in which such six-month anniversary occurs (or the 15th day of the third calendar month following such six-month anniversary, if later).
- (b) **Form of Payment.** Except as otherwise provided in section 10.3, the Participant's vested benefit under this Article 6 shall be distributed as of the benefit payment date determined under section 6.5(a) in the form of three installments, with-
- (1) the first installment occurring on the benefit payment date determined under section 6.5(a), and comprised of-
 - (A) a cash payment equal to one-third of the amount credited to the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to one-third of the number of the Participant's Restricted Stock Units as of such payment date (rounded down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash);
 - (2) the second installment occurring in January of the Plan Year next following the Plan Year in which the first installment is paid, and comprised of-
 - (A) a cash payment equal to one-half of the amount credited to the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to one-half of the number of the Participant's Restricted Stock Units as of such payment date (rounded

down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash); and

- (3) the third installment occurring in January of the Plan Year next following the Plan Year in which the second installment is paid, and comprised of -
 - (A) a cash payment equal to the balance remaining in the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to remaining number of the Participant's Restricted Stock Units as of such payment date (rounded down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash).

During the installment distribution period described under this section 6.5(b), the Participant's DC SERP Benefit will continue to be adjusted for gains and losses under section 6.3 until the entire benefit has been completely distributed.

6.6 Distributions Upon the Participant's Death

- (a) **Death After the Benefit Commencement Date.** If a Participant dies after having received one or more installment payments under section 6.5, any installment that remains unpaid as of the date of the Participant's death shall be distributed to the Participant's Beneficiary on the same date (and in the same manner) on which such installment payment would have been distributed to the Participant in accordance with section 6.5(b).
- (b) **Death Before the Benefit Commencement Date.** If a Participant dies before his or her benefit commencement date (as determined under section 6.5), the Participant's vested DC SERP Benefit shall be distributed to the Participant's Beneficiary in three installments, with-
 - (1) the first installment occurring as soon as administratively practicable following the Participant's death, but no later than the last day of the Plan Year in which the Participant died (or the 15th day of the third calendar month following date of the Participant's death, if later), and comprised of -
 - (A) a cash payment equal to one-third of the amount credited to the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to one-third of the number of the Participant's Restricted Stock Units as of such payment date (rounded down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash);
 - (2) the second installment occurring in January of the Plan Year following the Plan Year in which the first installment is paid, and comprised of-

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- (A) a cash payment equal to one-half of the amount credited to the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to one-half of the number of the Participant's Restricted Stock Units as of such payment date (rounded down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash); and
- (3) the third installment occurring in January of the Plan Year following the Plan Year in which the second installment is paid, and comprised of -
- (A) a cash payment equal to the balance remaining in the Participant's DC SERP Account as of such payment date; and
 - (B) a number of shares of Company Stock equal to the remaining number of the Participant's Restricted Stock Units as of such payment date (rounded down to the nearest whole number with the any remaining fractional Restricted Stock Unit converted to, and distributed as, cash).

During the installment distribution period described under this section 6.6(b), the Participant's DC SERP Benefit will continue to be adjusted for gains and losses under section 6.3 until the entire benefit has been completely distributed.

Article 7. Participation Agreements

Article 1. Social Security Bridge Benefit

(a) **Eligibility.** An Employee shall be eligible to become a Participant with respect to the Social Security bridge benefit described in this section 7.1 if he or she-

- (1) is determined by the Committee to be among a select group of management or highly compensated employees; and
- (2) has entered into a Participation Agreement requiring his or her immediate retirement from the Company and its Affiliates in exchange for the Social Security bridge benefit described below.

An individual who has met the eligibility requirements described in sections 7.1(a)(1) and (2) shall become a Participant with respect to the Social Security bridge benefit as of the first day of the month next following the month in which he or she incurred a Separation from Service. Such Participant shall continue as an inactive Participant under this Article 7 until he or she has received a complete distribution of all benefits to which he or she is entitled under his or her individual Participation Agreement.

(b) **Amount.** The Social Security bridge benefit payable pursuant to a Participation Agreement shall be a monthly payment equal to the amount specified in the Participant's Participation Agreement (but not to exceed the estimated monthly benefit the Participant would be entitled to under the Social Security Act commencing at age 62).

(c) **Commencement.**

(1) **In General.** Except as otherwise provided in section 7.1(c)(2), the monthly Social Security bridge benefit described in this section 7.1 shall commence on the first day of the month next following the month in which the Participant incurred a Separation from Service.

(2) **Delayed Commencement for Key Employees.** If the Participant is a Key Employee upon his or her Separation from Service, payment of the Social Security bridge benefit described in this section 7.1 shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. However, the first benefit payment will include the payments (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the date determined under section 7.1(c)(1).

(d) **Duration.** The payment of the monthly Social Security bridge benefit under this section 7.1 shall cease as of the first day of the month next following the earlier of-

-
- (1) the month in which the Participant attains age 62; or
 - (2) the month of the Participant's death.

7.3 Pension Enhancement.

(a) **Eligibility.** An Employee shall be eligible to become a Participant with respect to the pension enhancement described in this section 7.2 if he or she-

- (1) has an accrued benefit under the Qualified Pension Plan or the Pension Plan for Inactive Participants;
- (2) would be entitled to an immediate normal or early retirement benefit under the Qualified Pension Plan or Pension Plan for Inactive Participants (as applicable) upon his or her Separation from Service;
- (3) is determined by the Committee to be among a select group of management or highly compensated employees; and
- (4) has entered into a Participation Agreement requiring his or her immediate retirement from the Company and its Affiliates in exchange for the pension enhancement described below.

An individual who has met the eligibility requirements described in this section 7.2(a) shall become a Participant under this section 7.2 as of the first day of the month next following the month in which he or she incurred a Separation from Service. Such Participant shall continue as an inactive Participant under this Article 7 until he or she has received a complete distribution of all benefits provided for under his or her individual Participation Agreement.

(b) **Amount.**

- (1) **Executive Benefit Participants.** The pension enhancement payable under a Participation Agreement on behalf of a Participant who is also entitled to an Executive Benefit under Article 3 shall equal (A) minus the sum of (B), (C), and (D) where:
 - (A) is the Gross Executive SERP Benefit determined as of the Participant's benefit commencement date under Article 3, but calculated-
 - (i) assuming the Participant's Years of Benefit Service are a stated number of years greater than his or her actual Years of Benefit Service (as specified in the individual Participation Agreement); and
 - (ii) assuming the Participant's age as of the date of his or her Separation from Service is a stated number of years older than his or her actual age (as specified in the individual Participation Agreement);

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- (B) is the Net Executive SERP Benefit actually payable to the Participant as of the benefit commencement date determined under Article 3 (and calculated without regard to the additional Years of Benefit Service and years of age specified under section 7.2(b)(1)(A));
- (C) is the Gross Executive Restoration Benefit determined as of the Participant's benefit commencement date under Article 3 (and calculated without regard to the additional Years of Benefit Service and years of age specified under section 7.2(b)(1)(A)); and
- (D) is the Participant's Social Security Benefit (with such offset applied as of the later of the Participant's benefit commencement date under Article 3 or the first day of the month next following the month in which the Participant reaches age 62).
- (2) **DB Restoration Participants.** The pension enhancement payable under a Participation Agreement on behalf of a Participant who is also entitled to a DB Restoration Benefit under Article 4 shall be calculated initially as a Single Life Annuity equal to (A) minus (B) where:
- (A) is the monthly benefit to which the Participant would be entitled under Article 4 as of the first day of the month next following the month in which the Participant incurs a Separation from Service, but calculated-
- (i) assuming the Years of Benefit Service used in the calculation of the amount described in section 4.2(b)(1) are a stated number of years greater than his or her actual Years of Benefit Service (as specified in the individual Participation Agreement); and
- (ii) assuming the Participant's age as of the date of his or her Separation from Service that is used in calculating the reductions under section 4.3(b) or 4.4(b) (as applicable) is a stated number of years older than his or her actual age (as specified in the individual Participation Agreement); and
- (B) is the monthly benefit actually payable to the Participant under Article 4 as of the first day of the month next following the month in which the Participant incurs a Separation from Service (and calculated without regard to the additional Years of Benefit Service and years of age specified under section 7.2(b)(2)(A)).
- (3) **Other Participants.** The pension enhancement payable under a Participation Agreement on behalf of a Participant who is not entitled to a benefit under Article 3 or Article 4 shall be calculated initially as a Single Life Annuity equal to (A) minus (B) where:

-
- (A) is the monthly accrued benefit to which the Participant would be entitled under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) commencing as of the first day of the month next following the month in which the Participant incurs a Separation from Service, but calculated-
- (i) without regard to the compensation and benefit limits in effect under Code sections 401(a)(17) and 415;
 - (ii) assuming the Participant's Years of Benefit Service are a stated number of years greater than his or her actual Years of Benefit Service (as specified in the individual Participation Agreement); and
 - (iii) assuming the Participant's age as of the date of his or her Separation from Service is a stated number of years older than his or her actual age (as specified in the individual Participation Agreement); and
- (B) is the monthly benefit actually payable to the Participant under the Qualified Pension Plan or the Pension Plan for Inactive Participants (as applicable) as of the first day of the month next following the month in which the Participant incurs a Separation from Service (as limited by Code sections 401(a)(17) and 415 and calculated without regard to the additional Years of Benefit Service and years of age specified under section 7.2(b)(3)(A)).

(c) **Commencement.**

- (1) **Executive Benefit Participants.** The pension enhancement payable to a Participant who is also entitled to an Executive Benefit under Article 3 shall commence on the Participant's benefit commencement date as determined under Article 3.
- (2) **DB Restoration Participants.** The pension enhancement payable to a Participant who is also entitled to a DB Restoration Benefit under Article 4 shall commence on the Participant's benefit commencement date as determined under Article 4.
- (3) **Other Participants.**
 - (A) **General Rule.** Except as otherwise provided in section 7.2(c)(3)(B), the pension enhancement payable to a Participant who is not described in section 7.2(c)(1) or (2) shall commence on the first day of the month next following the month in which the Participant incurs a Separation from Service.

(B) **Delayed Commencement for Key Employees.** If a Participant described in this section 7.2(c)(3) is a Key Employee upon his or her Separation from Service, payment of the pension enhancement described in this section 7.2 shall commence as of the first day of the month next following the month in which the six-month anniversary of the Participant's Separation from Service occurs. However, the first benefit payment will include the payments (with no adjustment for interest) the Participant would have received had his or her benefit commencement date been the date determined under section 7.2(c)(3)(A).

(d) **Form of Payment.**

- (1) **Executive Benefit Participant.** The pension enhancement payable to a Participant who is also entitled to an Executive Benefit under Article 3 shall be distributed to the Participant in the same form (and with the same Beneficiary) as his or her Net Executive SERP Benefit. (If this pension enhancement is distributed in a form other than a Joint and 75 Percent Survivor Annuity, the amount payable shall be the Actuarial Equivalent of such Joint and 75 Percent Survivor Annuity, as determined under section 3.6(b).)
- (2) **DB Restoration Participant.** The pension enhancement payable to a Participant who is also entitled to a DB Restoration Benefit under Article 4 shall be distributed to the Participant in the same form (and with the same Beneficiary, as applicable) as his or her DB Restoration Benefit. (If this pension enhancement is distributed in a form other than a Single Life Annuity, the amount payable shall be the Actuarial Equivalent of the Single Life Annuity calculated under section 7.2(b)(2) above.)
- (3) **Other Participants.** In lieu of the Single Life Annuity determined under section 7.2(b)(3), a Participant who is not described in section 7.2(d)(1) or (d)(2) may elect instead, at any time before his or her benefit commencement date and in a manner specified by the Committee, to receive his or her pension enhancement in any one of the following forms of payment (each of which shall be the Actuarial Equivalent of the Single Life Annuity):
 - (A) Joint and 50 Percent Survivor Annuity;
 - (B) Joint and 75 Percent Survivor Annuity;
 - (C) Joint and 100 Percent Survivor Annuity;
 - (D) Five-Year Certain and Life Annuity; or
 - (E) 10-Year Certain and Life Annuity.

Article 8. Financing and Administration

8.1 Financing

- (a) **General Creditors.** The Plan constitutes a mere promise of the Company to make payments in accordance with the terms of the Plan. This Plan does not give any Participant or Beneficiary any interest, lien, or claim in or against any specific assets of the Company or any Affiliate. Each Participant and Beneficiary shall have only the rights of general, unsecured creditors of the Company and its Affiliates with respect to their rights under the Plan.
- (b) **Allocation among Employers.** The obligation to pay Plan benefits shall be the obligation of the Employers whose Employees are Participants entitled to such benefits. Except to the extent provided in section 8.1(c), each Employer shall provide the benefits described in the Plan to its Employees from its general assets. However, the Company may, in its sole discretion, allocate the total liability to pay benefits under the Plan among the Employers in such manner and amounts as it deems appropriate.
- (c) **Alternative Funding.** The Company may, but shall not be required to, establish a grantor trust as a funding source for its obligations under the Plan. If such a trust is established, it shall constitute an unfunded arrangement for purposes of the Plan, and the Plan shall continue to be an unfunded plan maintained for the purpose of providing deferred compensation to a select group of management or highly compensated employees under ERISA. With respect to any Participant, the assets of any such trust shall remain subject to the claims of the creditors of that Participant's Employer in the event of the Employer's bankruptcy or insolvency. However, to the extent that funds placed in a trust and allocable to the benefits payable under the Plan are sufficient, the trust assets may be used to pay benefits under the Plan. If such trust assets are not sufficient to pay all benefits due under the Plan, then the appropriate Employer shall have the obligation, and the Participant or Beneficiary who is due such benefits shall look to such Employer to provide such benefits.

8.2 The Committee

The Plan shall be administered by the Committee which is made up of at least three, but no more than seven, members. Members are comprised of certain Sonoco Human Resource and Finance professionals as appointed by the Vice President, Human Resources. The Vice President, Human Resources has the authority to remove Committee members and appoint replacements. Any member of the Committee may resign by delivering his or her written resignation to the Vice President, Human Resources.

8.3 Manner of Action

A majority of the members of the Committee at the time in office shall constitute a quorum for the transaction of business. All resolutions adopted, and other actions taken by the Committee at any meeting shall be by the vote of a majority of those present at any such

meeting. Upon obtaining the written consent of a majority of the members at the time in office, action of the Committee may be taken otherwise than at a meeting.

8.4 Committee's Powers and Duties

The Committee shall have responsibility for the general administration of the Plan and for carrying out the Plan's provisions. The Committee shall have such powers and duties as may be necessary to discharge its functions hereunder, including, but not limited to, the following:

- (a) To construe and interpret the Plan, to supply all omissions from, correct deficiencies in and resolve ambiguities in the language of the Plan, and to determine any question arising under the Plan or in connection with the administration or operation thereof;
- (b) To decide all questions of eligibility;
- (c) To determine the amount, manner, and time of payment of any benefits that may be payable to any person;
- (d) With the advice of an actuary, from time to time to adopt, for purposes of the Plan, such actuarial and other tables as it may deem necessary or appropriate for the operation of the Plan;
- (e) To obtain from individuals such information as shall be necessary for the proper administration of the Plan and, when appropriate, to furnish such information promptly to the persons entitled thereto;
- (f) To prepare and distribute, in such manner as the Company determines to be appropriate, information explaining the Plan;
- (g) To establish rules for the administration of the Plan;
- (h) To maintain the necessary records, as determined by the Company in its sole discretion, of the administration of the Plan;
- (i) To authorize all disbursements by the Employers pursuant to the Plan;
- (j) To prepare and file, or respond to any governmental forms or documents;
- (k) To designate Affiliates as Employers as described in section 9.5 (to the extent authorized by the Board);
- (l) To delegate to other individuals or entities from time to time the performance of any of its duties or responsibilities hereunder;
- (m) To hire agents, accountants, actuaries, consultants and legal counsel to assist in operating and administering the Plan; and
- (n) To exercise such other powers as are not inconsistent with the intent and purposes of this Plan.

8.5 Delegation of Powers and Duties

- (d) **Subcommittees.** The Committee may appoint one or more subcommittees and delegate such of its power and duties as it deems desirable to any such subcommittee, in which case every reference made herein to the Committee shall be deemed to include the subcommittees as to matters within their jurisdiction.
- (e) **Specialists.** The Committee may authorize one or more of their members or any agent to execute or deliver any instrument or instruments on their behalf, and may employ such counsel, auditors, and other specialists and such clerical, actuarial, and other services as they may require in carrying out the provisions of the Plan.

8.6 Committee's Decisions Conclusive

The Committee shall have the exclusive right and discretionary authority to interpret the terms and provisions of the Plan and to resolve all questions arising hereunder, including the right to resolve and remedy ambiguities, inconsistencies, or omissions in the Plan; provided, however, that the construction necessary for the Plan to conform to the Code and ERISA shall in all cases control. Benefits under this Plan shall be paid only if the Committee decides in its discretion that the applicant is entitled to them. Any and all disputes with respect to the Plan that may arise involving Participants, Beneficiaries or alternate payees shall be referred to the Committee and its decisions shall be final, conclusive, and binding. All findings of fact, interpretations, determinations, and decisions of the Committee in respect of any matter or question arising under the Plan shall be final, conclusive, and binding upon all persons, including, without limitation, Employees, Participants, Beneficiaries, alternate payees, and any and all other persons having, or claiming to have, any interest in or under the Plan. The decisions of the Committee shall be given the maximum possible deference allowed by law.

8.7 Compensation, Indemnity and Liability

Committee members shall serve without compensation for services hereunder. All expenses of the Committee shall be paid by the Employers. No member of the Committee shall be liable for any act or omission of any other member of the Committee, or for any act or omission on his or her own part, except with regard to his or her own willful misconduct. The Employers shall indemnify and hold harmless the Committee and each member thereof against any and all expenses and liabilities, including reasonable legal fees and expenses, arising out of his or her membership on the Committee, excepting only expenses and liabilities arising out of his or her own willful misconduct.

8.8 Notice of Address

Each person entitled to benefits from the Plan must file with the Committee or its agent, in writing, his or her post office address and each change of post office address. Any communication, statement, or notice addressed to such a person at his or her latest reported post office address will be binding for all purposes of the Plan, and neither the Committee nor the Company shall be obliged to search for or ascertain such person's whereabouts.

8.9 Data

All persons entitled to benefits from the Plan must furnish to the Company such documents, evidence, or information, including information concerning marital status, as the Company considers necessary or desirable for the purpose of administering the Plan.

8.10 Benefit Claims Procedures

This section 8.10 shall be subject to, and shall apply to the extent required under, Department of Labor Regulations section 2560.503-1 (relating to the requirements of claims procedures). All decisions made under the procedures described in this section shall be final and there shall be no further right of appeal.

- (a) No lawsuit may be initiated by any person before fully pursuing the procedures set forth in this Plan section, including the appeal permitted under section 8.10(d). The right of a Participant, Beneficiary, alternate payee, or any other person entitled to claim a benefit under the Plan shall be determined by the Committee; provided, however, that the Committee may delegate its responsibility to any person. All persons entitled to claim a benefit under the Plan shall be referred to as a "Claimant" for purpose of this section 8.10. The term "Claimant" shall also include, where appropriate to the context, any person authorized to represent the Claimant under procedures established by the Committee.
 - (1) The Claimant may file a claim for benefits by written notice to the Committee.
 - (2) Any such claim shall be filed with the Committee no later than 18 months after the date that a transaction occurred, or should have occurred, with respect to a Claimant's benefits under the Plan. The Committee in its sole discretion shall determine whether this limitation period has been exceeded.
- (b) If a claim for benefits is wholly or partially denied, the Committee shall, within a reasonable period of time, but no later than 90 days after receipt of the claim, notify the Claimant of the denial of benefits. In the case of a claim, if special circumstances justify extending the period up to an additional 90 days, the Claimant shall be given written notice of this extension within the initial 90-day period, and such notice shall set forth the special circumstances and the date on which a decision is expected.
- (c) A notice of denial:
 - (1) shall be written in a manner calculated to be understood by the Claimant; and
 - (2) shall contain:
 - (A) the specific reasons for denial of the claim;
 - (B) specific reference to the Plan provisions on which the denial is based;
 - (C) a description of any additional material or information necessary for the Claimant to perfect the claim, along with an explanation as to why such material or information is necessary; and

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- (D) an explanation of the Plan's claim review procedures and the time limits applicable to such procedures, including a statement of the Claimant's right to bring a civil action under ERISA section 502(a) following an adverse determination on review.
- (d) Within 60 days of the receipt by the Claimant of the written denial of his or her claim or, if the claim has not been granted, within a reasonable period of time (which shall not be less than the applicable time period specified in section 8.10(b)), the Claimant may file a written request with the Committee that it conduct a full review of the denial of the claim. In connection with the Claimant's appeal, upon request, the Claimant may review and obtain copies of all documents, records and other information relevant to the Claimant's claim for benefits, but not including any document, record or information that is subject to any attorney-client or work-product privilege or whose disclosure would violate the privacy rights or expectations of any person other than the Claimant. The Claimant may submit issues and comments in writing and may submit written comments, documents, records, and other information relating to the claim for benefits. All comments, documents, records, and other information submitted by the Claimant shall be taken into account in the appeal without regard to whether such information was submitted or considered in the initial benefit determination.
- (e) The Committee shall deliver to the Claimant a written decision on the claim promptly, but no later than 60 days after the receipt of the Claimant's request for such review, unless special circumstances exist that justify extending this period up to an additional 60 days. If the period is extended, the Claimant shall be given written notice of this extension during the initial 60-day period and such notice shall set forth the special circumstances and the date a decision is expected. The decision on review of the denial of the claim shall:
- (1) be written in a manner calculated to be understood by the Claimant;
 - (2) include specific reasons for the decision;
 - (3) contain specific references to the Plan provisions on which the decision is based;
 - (4) contain a statement that the Claimant is entitled to receive, upon request and free of charge, reasonable access to, and other information relevant to the Claimant's claim for benefits; and
 - (5) contain a statement of the Claimant's right to bring a civil action under ERISA section 502(a) following an adverse determination on review.

Article 9. Amendment and Termination

Article 1. Amendments

The Company must necessarily and does hereby reserve the right to amend or modify the Plan at any time by action of the Executive Compensation Committee of the Board or by written action of the Vice President of Human Resources (but only with respect to an amendment that does not materially affect the plan's eligibility provisions, benefit amounts, or costs). However, no amendment will be permitted which would have the effect of reducing or eliminating any benefits earned by a Participant (including both vested and nonvested benefits) under the Plan as of the later of the date on which the amendment is adopted or the date on which the amendment is effective.

Article 2. Termination and Liquidation of Plan

The Company, through action of the Executive Compensation Committee of the Board, reserves the right to terminate and liquidate the Plan, or any portions of the Plan, at any time, for any reason provided such action does not result in the assessment of additional tax and/or interest under Code section 409A. Any such action shall be taken by such committee in the form of a written Plan amendment executed by a duly authorized officer of the Company or a member of the Executive Compensation Committee of the Board. However, no action taken under this section 9.2 shall have the effect of decreasing the level of benefits which a Participant would be entitled to receive under the Plan if he or she incurred a Separation from Service with the Company and all Affiliates on the later of:

- (a) The date the resolution to terminate and discontinue the Plan is adopted, or
- (b) The date the resolution to terminate and discontinue the Plan is effective.

If the Plan (or portion of the Plan) is terminated under this section 9.2, all Plan benefits affected by such termination that are earned as of the effective date of such termination shall be treated as fully vested and nonforfeitable and shall be distributed in a single sum as of any date (as determined by the Committee) that would not result in the assessment of additional tax and/or interest under Code section 409A.

9.4 Successors

In case of the merger, consolidation, liquidation, dissolution or reorganization of an Employer, or the sale by an Employer of all or substantially all of its assets, provision may be made by written agreement between the Company and any successor corporation acquiring or receiving a substantial part of the Employer's assets, whereby the Plan shall be continued by the successor. If the Plan is to be continued by the successor, then effective as of the date of the reorganization or transfer, the successor corporation shall be substituted for the Employer under the Plan. To the extent applicable, such written agreement may also specify no later than the closing date of an asset purchase transaction, whether Employees covered by the transaction shall incur a Separation from Service. The substitution of a successor corporation for an Employer shall not in any way be considered a termination of the Plan.

9.5 Prohibition on Changes Due to Code Section 409A

Notwithstanding the foregoing, the Plan may not be amended or terminated in any manner that would result in the assessment of additional taxes under Code section 409A, as determined by the Executive Compensation Committee of the Board in its sole discretion and in accordance with the advice of counsel.

9.6 Employer Participation and Termination

The Board or, if authorized by the Board, the Committee may designate any Affiliate as an Employer under this Plan. The Affiliate shall become an Employer and a party to this Plan upon acceptance of such designation effective as of the date specified by the Board or Committee.

- (a) **Conditions of Participation.** By accepting such designation or continuing as a party to the Plan, each Employer acknowledges that:
- (1) It is bound by such terms and conditions relating to the Plan as the Company or the Committee may reasonably require;
 - (2) It has authorized the Company and the Committee to act on its behalf with respect to Employer matters pertaining to the Plan; and
 - (3) It shall cooperate fully with the Plan officials and their agents by providing such information and taking such other actions, as they deem appropriate for the efficient administration of the Plan.
- (b) **Withdrawal by Affiliate.** Subject to the concurrence of the Board or Committee, any Affiliate may withdraw from the Plan, and end its status as an Employer hereunder, by communicating in writing to the Committee its desire to withdraw. The withdrawal shall be effective as of the date agreed to by Board or Committee, as the case may be, and the Affiliate. Upon such withdrawal, the Plan shall not be terminated with respect to such Affiliate until all Plan benefits have been distributed to Participants affected by such termination in accordance with other provisions of this Plan.
- (c) **Termination by Company.** The Company, acting through the Board or, if authorized by the Board, the Committee, reserves the right, in its sole discretion and at any time, to terminate the participation in this Plan of any Employer. Such termination shall be effective immediately upon the notice of such termination from the Company or such later effective date agreed to by the Company. Upon such termination, this Plan shall not be terminated with respect to such Affiliate until all Plan benefits have been distributed to Participants affected by such termination in accordance with other provisions of this Plan.

Article 10. Miscellaneous Provisions

10.1 Taxation

It is the intention of the Company that the benefits payable hereunder shall not be taxable for federal income tax purposes to Participants or Beneficiaries until such benefits are paid by the Employers to such Participants or Beneficiaries. Without limiting the foregoing, it is intended that Participants will not be subject to the additional tax under Code section 409A and the Committee shall use its reasonable best efforts to interpret and administer the Plan so as to avoid this additional tax. When benefits are paid hereunder, it is the intention of the Company that they shall be deductible by the Employers under Code section 162.

10.2 Withholding on Distributions

All distributions shall be net of any applicable federal, state, or local income or employment taxes or any other amounts required to be withheld by law. In addition, the Company or any Affiliate may withhold from a Participant's currently payable salary, bonus, or other compensation any applicable federal, state, or local income or employment taxes that may be due upon accruing benefits under the Plan.

10.3 Benefit Cash-out

(a) Cash-Out of Retirement Benefits.

- (1) If the Actuarial Equivalent lump sum value of the benefits payable to a Participant under Article 3, Article 4, Article 7, and all other "nonaccount balance plans" of the Company and its Affiliates does not exceed the limit in effect under Code section 402(g)(1)(B), the Committee may, in its sole discretion, distribute all such benefits under Article 3, Article 4, and Article 7 to the Participant in a single lump sum payment if all of the Participant's other nonaccount balance plan benefits are also paid in a single lump sum payment as of the same date. To the extent that a distribution is being made under this section 10.3(a)(1) on account of a Participant's Separation from Service (for reasons other than the Participant's death), and such Participant is a Key Employee upon his or her Separation from Service, the single lump sum payment described in this section 10.3(a)(1) shall not be paid before the end of the six-month period following the Participant's Separation from Service.
- (2) If the benefits payable to a Participant under Article 5, Article 6, and all other "account balance plans" of the Company and its Affiliates do not exceed the limit in effect under Code section 402(g)(1)(B), the Committee may, in its sole discretion, distribute all such benefits under Article 5 and Article 6 to the Participant in a single lump sum payment if all of the Participant's other account balance plan benefits are also paid in a single lump sum payment as of the same date. To the extent that a distribution is being made under this section 10.3(a)(2) on account of a Participant's Separation from Service (for reasons other than the Participant's death), and such Participant is a Key Employee upon his or her

Separation from Service, the single lump sum payment described in this section 10.3(a)(2) shall not be paid before the end of the six-month period following the Participant's Separation from Service.

- (b) **Cash-Out of Pre-Retirement Death Benefits.** If the Actuarial Equivalent lump sum value of all preretirement death benefits that become payable to a Participant's surviving spouse under Article 3, Article 4, and all other "nonaccount balance plans" of the Company and all Affiliates does not exceed the limit in effect under Code section 402(g)(1)(B), the Committee may, in its sole discretion, distribute to the surviving spouse in a single lump sum payment all preretirement death benefits to which he or she is entitled to under Article 3 and Article 4 if all of such surviving spouse's other nonaccount balance plan benefits are also paid in a single lump sum payment as of the same date.
- (c) **Definitions.**
- (1) For purposes of this section 10.3, a "nonaccount balance plan" is a plan that meets the requirements of Treasury Regulation section 1.409A-1(c)(2)(i)(C) and which must be aggregated with this Plan under this regulation.
 - (2) For purposes of this section 10.3, an "account balance plan" is a plan that meets the requirements of Treasury Regulation section 1.409A-1(c)(2)(i)(A) and which must be aggregated with this Plan under this regulation.

10.4 Permissible Delays or Accelerations

If the Committee determines, in its sole and absolute discretion, that it would be advisable to delay or accelerate the payment of a Participant's Plan benefits (e.g., a delay to comply with Code section 162(m) or an acceleration to pay employment taxes), the Committee may (again in its sole and absolute discretion) either delay or accelerate the payment of a Participant's Plan benefit in accordance with Code section 409A.

10.5 No Enlargement of Employment Rights

This Plan is strictly a voluntary undertaking on the part of the Company and the Employers and shall not be deemed to constitute a contract between the Employers and any Employee or Participant, Beneficiary, or alternate payee, or to be consideration for, or an inducement to, or a condition of, the employment of any Employee. Nothing contained in this Plan or any modification of the same or act done in pursuance hereof shall be construed as giving any person any legal or equitable right against the Company or an Affiliate, unless specifically provided herein, or as giving any person a right to be retained in the employ of the Company or an Affiliate. All Participants shall remain subject to assignment, reassignment, promotion, transfer, layoff, reduction, suspension, and discharge to the same extent as if this Plan had never been established.

10.6 Non-Alienation

- (a) Except as otherwise permitted by the Plan, no benefit payable at any time under the Plan shall be subject to the debts or liabilities of a Participant or his or her Beneficiary. Any attempt to alienate, sell, transfer, assign, pledge, or otherwise encumber any such benefit, whether presently or thereafter payable, shall be void. Except as provided in section 10.6(b), no benefit under the Plan shall be subject in any manner to attachment, garnishment, or encumbrance of any kind.
- (b) Payment may be made from a Participant's Plan benefits to an alternate payee pursuant to a domestic relations order.
 - (1) The Committee shall establish reasonable written procedures for reviewing court orders pursuant to state domestic relations law (including a community property law), relating to child support, alimony payments, or marital property rights of a spouse, former spouse, child, or other dependent of a Participant and for notifying Participants and alternate payees of the receipt of such orders and of the Plan's procedures for determining if the orders are domestic relations orders and for administering distributions under domestic relations orders.
 - (2) Except as may otherwise be required by applicable law, such domestic relations orders may not require a retroactive transfer of all or part of a Participant's Plan benefits.

10.7 Code Section 409A Aggregation Rules

The Company has the authority to provide to any individual or individuals selected by the Company or Committee benefits under the Plan or under a separate agreement, method, program or other arrangement. To the extent that any such separate agreement, method or arrangement constitutes an "account balance plan" (as defined in section 10.3(c)(2)), it shall be aggregated with the benefits provided under Articles 5 and 6 to the extent required by Code section 409A. To the extent that any such separate agreement, method or arrangement constitutes a "nonaccount balance plan" (as defined in section 10.3(c)(1)), it shall be aggregated with the benefits provided under Articles 3, 4, and 7 to the extent required by Code section 409A.

10.8 No Examination or Accounting

Neither this Plan nor any action taken thereunder shall be construed as giving any person the right to an accounting or to examine the books or affairs of the Company or any Affiliate.

10.9 Incompetency

Every person receiving or claiming benefits under the Plan shall be conclusively presumed to be mentally competent and of age until the date on which the Committee receives a written notice, in a form and manner acceptable to the Committee, that such person is incompetent or a minor, for whom a

guardian or other person legally vested with the care of his or her person or estate has been appointed. However, if the Committee finds that any person to whom a benefit is payable under the Plan is unable to care for his or her affairs because of incompetency, or is a minor, any payment due (unless a prior claim therefore shall have been made by a duly appointed legal representative) may be paid instead to the guardian of such person or to the person having custody of such person, without further liability on the part of an Employer for the amount of such payment to the person on whose account such payment is made.

10.10 Records Conclusive

The records of the Company, Employer and the Committee shall be conclusive in respect to all matters involved in the administration of the Plan.

10.11 Service of Legal Process

The members of the Committee and the Secretary of the Company are hereby designated agents of the Plan for the purpose of receiving service of summons, subpoena, or other legal process.

10.12 Qualified Military Service

Notwithstanding any provision of this Plan to the contrary, benefits and service credits with respect to qualified military service shall be provided in accordance with Code section 414(u).

10.13 Counterparts

This Plan may be executed in any number of counterparts, each of which shall be deemed to be an original. All the counterparts shall constitute but one and the same instrument and may be sufficiently evidenced by any one counterpart.

10.14 Forfeiture

Notwithstanding any provision in this Plan to the contrary, a Participant will forfeit his or her Net Executive SERP Benefit under Article 3 (including all survivor benefits) and DC SERP Benefit under Article 6 (including all survivor benefits), as applicable, if within three years of his or her Separation from Service, such Participant-

- (a) enters into any activity which competes with any business conducted by the Company or an Affiliate in any geographic area where the Company or an Affiliate has established a place of business, unless the Participant receives the Committee's prior written consent;
- (b) interferes with the relations between the Company or an Affiliate and any customer; or
- (c) engages in any activity which can reasonably be expected to result in any decrease of or loss in profits by the Company or an Affiliate.

In Witness Whereof, the authorized officers of the Company have signed this document and have affixed the corporate seal on February 12, 2015, but effective as of January 1, 2015.

Sonoco Products Company

By /s/Allan H. McLeland

Its Vice President, Human Resources

SONOCO PRODUCTS COMPANY
Computation of Ratio of Earnings to Fixed Charges
(Dollars in thousands)

	Years Ended December 31				
	2014	2013	2012	2011	2010
EARNINGS					
Pretax income	\$339,120	\$304,549	\$287,074	\$284,406	\$254,454
Add: Distributed income from affiliates	9,809	13,631	9,329	11,676	17,123
Add: Fixed charges	81,806	88,704	91,690	64,341	58,352
Add: Amortization of capitalized interest	3,449	2,677	2,450	2,341	2,303
Total Earnings	434,184	409,561	390,543	362,764	332,232
Less: Capitalized interest	(3,248)	(5,946)	(4,056)	(3,113)	(3,817)
Adjusted Earnings	<u>\$430,936</u>	<u>\$403,615</u>	<u>\$386,487</u>	<u>\$359,651</u>	<u>\$328,415</u>
FIXED CHARGES					
Interest expense	\$ 55,140	\$ 59,913	\$ 64,114	\$ 41,832	\$ 37,413
Capitalized interest	3,248	5,946	4,056	3,113	3,817
Portion of rents representative of the interest factor	23,418	22,845	23,520	19,396	17,122
Total Fixed Charges	<u>\$ 81,806</u>	<u>\$ 88,704</u>	<u>\$ 91,690</u>	<u>\$ 64,341</u>	<u>\$ 58,352</u>
Ratio of Earnings to Fixed Charges	<u>5.27</u>	<u>4.55</u>	<u>4.22</u>	<u>5.59</u>	<u>5.63</u>

SONOCO PRODUCTS COMPANY AND CONSOLIDATED SUBSIDIARIES
SUBSIDIARIES OF THE REGISTRANT

- 1 Sonoco-Engraph Puerto Rico, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 2 Engraph Puerto Rico, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 3 Sonoco Flexible Packaging Co., Inc., a 100%-owned domestic subsidiary, incorporated in South Carolina
- 4 Gunther of America, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 5 Sonoco Development, Inc., a 100%-owned domestic subsidiary, incorporated in South Carolina
- 6 Sonoco Recycling, LLC., a 100%-owned domestic subsidiary, incorporated in North Carolina
- 7 Sonoco Absorbent Technologies, LLC, a 100%-owned domestic subsidiary, incorporated in Delaware
- 8 Trident Graphics NA LLC, a 100%-owned domestic subsidiary, incorporated in North Carolina
- 9 Gunther U.S.A., Inc., a 100%-owned domestic subsidiary, incorporated in Tennessee
- 10 Sonoco Paperboard Group LLC, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 11 Sebro Plastics, Inc., a 100%-owned domestic subsidiary, incorporated in Michigan
- 12 Convex Mold, Inc., a 100%-owned domestic subsidiary, incorporated in Michigan
- 13 Sonoco Plastics B.V., a 100%-owned foreign subsidiary, incorporated in the Netherlands
- 14 Sonoco Partitions, Inc., a 100%-owned domestic subsidiary, incorporated in South Carolina
- 15 Industrial Machine Co., Inc., a 100%-owned domestic subsidiary, incorporated in Missouri
- 16 Sonoco Structural Fiber, LLC, a 95%-owned domestic subsidiary, incorporated in South Carolina
- 17 Sonoco Polysack A/S, Inc., a 100%-owned domestic subsidiary, incorporated in South Carolina
- 18 Sonoco Display and Packaging, LLC, a 100%-owned domestic subsidiary, incorporated in North Carolina
- 19 Sonoco D & P, LLC, a 100%-owned domestic subsidiary, incorporated in North Carolina
- 20 Sonoco D and P York, LLC, a 100%-owned domestic subsidiary, incorporated in North Carolina
- 21 Sonoco Hutchinson, LLC, a 100%-owned domestic subsidiary, incorporated in Kansas
- 22 U.S. Paper Mills Corp., a 100%-owned domestic subsidiary, incorporated in Wisconsin
- 23 Sonoco Phoenix, Inc., a 100%-owned domestic subsidiary, incorporated in Ohio
- 24 SPC Management, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 25 SPC Capital Management, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 26 SPC Resources, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 27 Sonoco International, LLC, a 100%-owned domestic subsidiary, incorporated in Delaware
- 28 Sonoco of Puerto Rico, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 29 Sonoco Luxembourg S.a.r.l., a 100%-owned foreign subsidiary, incorporated in Luxembourg
- 30 Sonoco Netherlands Holding II BV, a 100%-owned foreign subsidiary, incorporated in the Netherlands
- 31 Sonoco Canada Corporation, a 100%-owned foreign subsidiary, incorporated in Canada
- 32 Wisenberg U.S., Inc., a 100%-owned domestic subsidiary, incorporated in South Carolina
- 33 Sonoco Flexible Packaging Canada Corporation, a 100%-owned foreign subsidiary, incorporated in Canada
- 34 1190138 Ontario Inc, a 100%-owned foreign subsidiary, incorporated in Canada
- 35 S W Inc., a 100%-owned foreign subsidiary, incorporated in Canada
- 36 Sonoco Ventures UK Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 37 Sonoco Absorbent Technologies Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 38 Sonoco Holdings UK Limited, a 100%-owned domestic subsidiary, dually incorporated in Delaware and in the United Kingdom
- 39 Sonoco Milnrow, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 40 Sonoco Products Company UK, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 41 Sonoco Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 42 Sonoco Capseals Liners Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 43 TPT Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom

SONOCO PRODUCTS COMPANY AND CONSOLIDATED SUBSIDIARIES
SUBSIDIARIES OF THE REGISTRANT

- 44 Sonoco Polysack Limited, a 100%-owned domestic subsidiary, dually incorporated in South Carolina and in the United Kingdom
- 45 Sonoco Packaging Tapes Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 46 Sonoco Board Mills Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 47 Sonoco UK Leasing Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 48 Sonoco Reels Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 49 Capseals Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 50 Sonoco Europe Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 51 Unit Reels & Drums Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 52 Grove Mill Paper Company Limited, a 99.9%-owned foreign subsidiary, incorporated in the United Kingdom
- 53 TPT Board Mills Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 54 Heathfield Reels Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 55 Capseals Liners Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 56 Cap Liners Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 57 Sonoco Packaging Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 58 Nathaniel Lloyd & Company Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 59 Corepak Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 60 Friarsgate Studio Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 61 Sonoco Consumer Products Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 62 Sonoco Iberia, S.L., a 100%-owned foreign subsidiary, incorporated in Spain
- 63 Sonoco Bonmati, S.A., a 100%-owned foreign subsidiary, incorporated in Spain
- 64 Sonoco Pina, S.A., a 100%-owned foreign subsidiary, incorporated in Spain
- 65 Sonoco Alcore Nederland B.V., a 100%-owned foreign subsidiary, incorporated in the Netherlands
- 66 Sonoco Alcore - Demolli S.r.l., a 100%-owned foreign subsidiary, incorporated in Italy
- 67 Sonoco-Alcore AS, a 100%-owned foreign subsidiary, incorporated in Norway
- 68 Sonoco Ambalaj Sanayi Ve Ticaret Anonim Sirketi, a 100%-owned foreign subsidiary, incorporated in Turkey
- 69 Sonoco-Alcore Spolka Z Ograniczona Odpowiedzialnoscia, a 100%-owned foreign subsidiary, incorporated in Poland
- 70 Sonoco International Holdings GmbH, a 100%-owned foreign subsidiary, incorporated in Switzerland
- 71 Sonoco Alcore NV, a 100%-owned foreign subsidiary, incorporated in Belgium
- 72 Sonoco International BVI, a 100%-owned foreign subsidiary, incorporated in the British Virgin Islands
- 73 Sonoco Paper Mill & IPD Hellas Sa, a 100%-owned foreign subsidiary, incorporated in Greece
- 74 Sonoco SAS, a 100%-owned foreign subsidiary, incorporated in France
- 75 Etn Tubetex Bvba, a 100%-owned foreign subsidiary, incorporated in Belgium
- 76 Sonoco Paper France S.A.S, a 100%-owned foreign subsidiary, incorporated in France
- 77 Sonoco Consumer Products SAS, a 100%-owned foreign subsidiary, incorporated in France
- 78 Sonoco Plastics Germany GmbH, a 100%-owned foreign subsidiary, incorporated in Germany
- 79 Sonoco Deutschland Holdings GmbH, a 100%-owned foreign subsidiary, incorporated in Germany
- 80 Sonoco Caprex Karton- und Papierverarbeitungs AG, a 100%-owned foreign subsidiary, incorporated in Switzerland
- 81 Sonoco Deutschland GmbH, a 100%-owned foreign subsidiary, incorporated in Germany
- 82 Sonoco Alcore GmbH, a 100%-owned foreign subsidiary, incorporated in Germany
- 83 Beteiligungen Sonoco Deutschland Vermögensverwaltungsgesellschaft mbh, a 100%-owned foreign subsidiary, incorporated in Germany
- 84 Sonoco Australia Pty Ltd, a 100%-owned foreign subsidiary, incorporated in Australia

SONOCO PRODUCTS COMPANY AND CONSOLIDATED SUBSIDIARIES
SUBSIDIARIES OF THE REGISTRANT

- 85 Sonoco New Zealand Limited, a 100%-owned foreign subsidiary, incorporated in New Zealand
- 86 Sonoco Asia, L.L.C., a 79.2%-owned domestic subsidiary, incorporated in Delaware
- 87 Sonoco Asia Management Company, L.L.C., a 70%-owned domestic subsidiary, incorporated in Delaware
- 88 Sonoco Thailand Ltd, a 79.2%-owned foreign subsidiary, incorporated in Thailand
- 89 AGD (Thailand) Limited, a 79.2%-owned foreign subsidiary, incorporated in Thailand
- 90 Sonoco Taiwan Ltd, a 79.2%-owned foreign subsidiary, incorporated in Taiwan
- 91 Sonoco Singapore Pte. Ltd., a 79.2%-owned foreign subsidiary, incorporated in Singapore
- 92 Sonoco Malaysia Sdn Bhd, a 79.2%-owned foreign subsidiary, incorporated in Malaysia
- 93 Sonoco Products Malaysia Sdn Bhd, a 79.2%-owned foreign subsidiary, incorporated in Malaysia
- 94 Sonoco Hongwen Paper Co Ltd, a 63.6%-owned foreign subsidiary, incorporated in China
- 95 PT Sonoco Indonesia, a 79.2%-owned foreign subsidiary, incorporated in Indonesia
- 96 Sonoco Kaiping Packaging Company Ltd, a 79.2%-owned foreign subsidiary, incorporated in China
- 97 Sonoco do Brazil Ltda, a 100%-owned foreign subsidiary, incorporated in Brazil
- 98 Sonoco Participacoes Ltda., a 100%-owned foreign subsidiary, incorporated in Brazil
- 99 Sonoco Embalagens Ltda., a 100%-owned foreign subsidiary, incorporated in Brazil
- 100 Sonoco de Colombia Ltda, a 100%-owned foreign subsidiary, incorporated in Colombia
- 101 Colombiana P.M., LLC, a 100%-owned domestic subsidiary, incorporated in Delaware
- 102 Inversiones Sonoco Limitada, a 100%-owned foreign subsidiary, incorporated in Chile
- 103 Sonoco Venezolana, a 90%-owned foreign subsidiary, incorporated in Venezuela
- 104 Sonoco Netherlands Holding III BV, a 100%-owned foreign subsidiary, incorporated in the Netherlands
- 105 Sonoco de Mexico SA de CV, a 100%-owned foreign subsidiary, incorporated in Mexico
- 106 Manufacturas Sonoco SA de CV, a 100%-owned foreign subsidiary, incorporated in Mexico
- 107 Servicios Mexicanos Ejecutivos Sa de CV, a 100%-owned foreign subsidiary, incorporated in Mexico
- 108 Sonoco SA de CV, a 100%-owned foreign subsidiary, incorporated in Mexico
- 109 Sonoco (Weifang) Packaging Company, Ltd., a 79.2%-owned foreign subsidiary, incorporated in China
- 110 Sonoco Yatai Pinghu Packaging Co Ltd, a 79.2%-owned foreign subsidiary, incorporated in China
- 111 Sonoco-Alcore Oy, a 100%-owned foreign subsidiary, incorporated in Finland
- 112 Sonoco Alcore AB, a 100%-owned foreign subsidiary, incorporated in Sweden
- 113 Sonoco IPD France SAS (fka Sonoco Alcore SAS), a 100%-owned foreign subsidiary, incorporated in France
- 114 ZAO Sonoco Alcore, a 100%-owned foreign subsidiary, incorporated in Russia
- 115 Sonoco-Alcore Ou, a 100%-owned foreign subsidiary, incorporated in Estonia
- 116 Sonoco Operadora S de R L de C V, a 100%-owned foreign subsidiary, incorporated in Mexico
- 117 Sonoco Venture International Holdings GmbH, a 100%-owned foreign subsidiary, incorporated in Switzerland
- 118 Sonoco-Alcore S.a.r.l., a 100%-owned foreign subsidiary, incorporated in Luxembourg
- 119 Sonoco Cores and Paper Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 120 Sonoco Poland Holdings BV, a 100%-owned foreign subsidiary, incorporated in the Netherlands
- 121 Sonoco JV GmbH & Co. KG, a 100%-owned foreign subsidiary, incorporated in Germany
- 122 Sonoco Poland - Packaging Services Spolka Z Ograniczona Odpowiedzialnoscia, a 100%-owned foreign subsidiary, incorporated in Poland
- 123 Trident Graphics Canada Corporation, a 100%-owned foreign subsidiary, incorporated in Canada
- 124 Sonoco (Xiamen) Packaging Company Ltd, a 79.2%-owned foreign subsidiary, incorporated in China
- 125 Sonoco Services, LLC, a 100%-owned domestic subsidiary, incorporated in Delaware
- 126 Sonoco India Private Limited, a 79.2%-owned foreign subsidiary, incorporated in India
- 127 Sonoco (Shanghai) Co., Ltd, a 79.2%-owned foreign subsidiary, incorporated in China
- 128 CP Acquisition, LLC, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 129 Clear Pack Company, a 100%-owned domestic subsidiary, incorporated in Illinois

SONOCO PRODUCTS COMPANY AND CONSOLIDATED SUBSIDIARIES
SUBSIDIARIES OF THE REGISTRANT

- 130 Sonoco Plastics Canada ULC, a 100%-owned foreign subsidiary, incorporated in Canada
- 131 Sonoco Plastics, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 132 Sonoco (Taicang) Packaging Co., Ltd, a 79.2%-owned foreign subsidiary, incorporated in China
- 133 Fair Lawn Packaging Services, LLC, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 134 Sonoco Liquidation, LLC, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 135 Sonoco Contract Services S. de R.L. de C.V., a 100%-owned foreign subsidiary, incorporated in Mexico.
- 136 Sonoco Asia Holding S.a.r.l., a 100%-owned foreign subsidiary, incorporated in Luxembourg
- 137 APEI (IOM), a 100%-owned foreign subsidiary, incorporated in Isle of Man
- 138 Sonoco Plastics Ireland, a 100%-owned foreign subsidiary, incorporated in Ireland
- 139 Sonoco Holdings, Inc., a 100%-owned domestic subsidiary, incorporated in Delaware
- 140 Sonoco Luxembourg Holding S.a.r.l., a 100%-owned foreign subsidiary, incorporated in Luxembourg
- 141 APEI UK Limited, a 100%-owned foreign subsidiary, incorporated in the United Kingdom
- 142 Tegrant Corporation, 100% owned domestic subsidiary, incorporated in Delaware
- 143 Tegrant Alloyd Brands, Inc., 100% owned domestic subsidiary, incorporated in Delaware
- 144 Tegrant Alloyd Brands of Puerto Rico, Inc., 100% owned foreign subsidiary, incorporated in Puerto Rico
- 145 Tegrant Property Holdings, LLC, 100% owned domestic subsidiary, incorporated in Delaware
- 146 Sonoco Protective Solutions, Inc., 100% owned domestic subsidiary, incorporated in Pennsylvania
- 147 ThermoSafe Brands Asia PTE, 100% owned foreign subsidiary, incorporated in Singapore
- 148 ThermoSafe Malaysia SDN.BHD, 100% owned foreign subsidiary, incorporated in Malaysia
- 149 Tegrant International, Inc., 100% owned domestic subsidiary, incorporated in Delaware
- 150 Tegrant de Mexico, S.A. de C.V., 100% owned foreign subsidiary, incorporated in Mexico
- 151 2103393 Ontario, Inc., 100% owned foreign subsidiary, incorporated in Canada
- 152 ThermoSafe Brands Europe Ltd., 100% owned foreign subsidiary, incorporated in Dublin
- 153 ThermoSafe Brands Germany, 100% owned foreign subsidiary, incorporated in Germany
- 154 SR Holdings of the Carolinas, LLC, a 100%-owned domestic subsidiary, incorporated in South Carolina
- 155 Sonoco Empaques Ecuador S.A., a 100% owned foreign subsidiary, incorporated in Ecuador
- 156 Dalton Paper Products, 100% owned domestic subsidiary, incorporated in Georgia
- 157 Weidenhammer Belgium BVBA, 100% owned foreign subsidiary, incorporated in Belgium
- 158 Weidenhammer Chile Ltda., 65% owned foreign subsidiary, incorporated in Chile
- 159 Weidenhammer France SAS, 100% owned foreign subsidiary, incorporated in France
- 160 Neuvibox SAS, 100% owned foreign subsidiary, incorporated in France
- 161 Weidenhammer GmbH, 100% owned foreign subsidiary, incorporated in Germany
- 162 Weidenhammer Packaging Group GmbH (WPG), 100% owned foreign subsidiary, incorporated in Germany
- 163 Weidenhammer Plastic Packaging GmbH, 100% owned foreign subsidiary, incorporated in Germany
- 164 Weidenhammer Packungen GmbH & Co., KG, 100% owned foreign subsidiary, incorporated in Germany
- 165 SMB GmbH, 100% owned foreign subsidiary, incorporated in Germany
- 166 Wedienhammer Hellas S.A., 100% owned foreign subsidiary, incorporated in Greece
- 167 Dorpak B.V., 100% owned foreign subsidiary, incorporated in Netherlands
- 168 Weidenhammer Polska s.p.z.o.o., 100% owned foreign subsidiary, incorporated in Poland
- 169 OOO Weidenhammer Russia, 100% owned foreign subsidiary, incorporated in Russia
- 170 Weidenhammer UK Ltd., 100% owned foreign subsidiary, incorporated in UK
- 171 Weidenhammer New Packaging, LLC, 40% owned domestic subsidiary, incorporated in Delaware

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Forms S-8 (File No. 33-45594; File No. 33-60039; File No. 333-12657; File No. 333-100798; File No. 333-100799; File No. 333-152531; File No. 333-184692; File No. 333-195622 and File No. 333-195623) and Form S-3 (File No. 333-182988) of Sonoco Products Company of our report dated March 2, 2015, relating to the financial statements, financial statement schedule, and the effectiveness of internal control over financial reporting, which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Charlotte, North Carolina
March 2, 2015

I, M. Jack Sanders, certify that:

1. I have reviewed this annual report on Form 10-K of Sonoco Products Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2015

/s/ M. Jack Sanders

M. Jack Sanders

President and Chief Executive Officer

I, Barry L. Saunders, certify that:

1. I have reviewed this annual report on Form 10-K of Sonoco Products Company;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 2, 2015

/s/Barry L. Saunders

Barry L. Saunders

Vice President and Chief Financial Officer

**Certification of Principal Executive Officer and Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the
Sarbanes – Oxley Act of 2002**

The undersigned, who are the chief executive officer and the chief financial officer of Sonoco Products Company, each hereby certifies that, to the best of his knowledge, the accompanying Form 10-K for the year ended December 31, 2014, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and that information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the issuer.

March 2, 2015

/s/M. Jack Sanders

M. Jack Sanders
Chief Executive Officer

/s/Barry L. Saunders

Barry L. Saunders
Chief Financial Officer

A signed original of this written statement required by Section 906 has been provided to Sonoco Products Company (the “Company”) and will be retained by the Company and furnished to the Securities and Exchange Commission upon request. This certification accompanies the Form 10-K and shall not be treated as having been filed as part of the Form 10-K.

