

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached.

Blank lined area for listing Internal Revenue Code sections.

18 Can any resulting loss be recognized? ▶ See attached.

Blank lined area for providing information on resulting loss recognition.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached.

Blank lined area for providing other necessary information.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here

Signature ▶  Date ▶ 7/18/14

Print your name ▶ Kevin G. McWilliams Title ▶ Vice President - Tax

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
Firm's name ▶			Firm's EIN ▶	
Firm's address ▶			Phone no.	

Tax Basis Information Required Pursuant to Section 6045B of the Internal Revenue Code

FORM 8937

PART II: ORGANIZATIONAL ACTION

CONSULT YOUR TAX ADVISOR

The information contained herein is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "Code"), and includes a general summary regarding the application of certain U.S. Federal income tax laws and regulations relating to the effects of the Distribution (as defined below) on the tax basis of International Paper Company ("IP") common stock and the allocation of tax basis between the common stock of IP and Veritiv Corporation ("Veritiv") following the Distribution. The information contained herein does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to any stockholder or any particular categories of stockholders. In particular, it may not address U.S. federal income tax considerations applicable to IP common stockholders subject to special treatment under U.S. federal income tax law, such as financial institutions, dealers in securities, traders in securities who elect to apply a mark-to-market method of accounting, insurance companies, tax-exempt entities, partnerships and other pass-through entities, IP common stockholders who hold their shares of IP common stock as part of a "hedge," "straddle," "conversion" or "constructive sale" transaction, IP common stockholders who are subject to the alternative minimum tax and IP common stockholders who acquired their shares upon the exercise of employee stock options or otherwise as compensation. In addition, this summary is limited to IP common stockholders who hold their shares of IP common stock as a capital asset. Neither IP nor Veritiv provides tax advice to its stockholders. The example provided below is *illustrative* and is being provided pursuant to Section 6045B of the Code and as a convenience to stockholders and their tax advisors. You are urged to consult your own tax advisor regarding the particular consequences of the Distribution to you, including the applicability and effect of all U.S. Federal, state and local and foreign tax laws. We urge you to read the prospectus of Veritiv, as filed with the Securities and Exchange Commission on June 13, 2014 ("Prospectus"), noting especially the discussion on pages 66-69 therein under the heading "MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES OF THE TRANSACTIONS". You may access the Prospectus at Veritiv's website at www.veritivcorp.com in the Investors section, under Financial Information/SEC Filings or at www.sec.gov.

This notice does not apply to shares of IP common stock sold, exchanged or otherwise disposed of prior to the time of the Distribution.

Item 14 – Description of the Organizational Action

On July 1, 2014, IP distributed to each holder of its common stock (the "Distribution") on a pro-rata basis 8,160,000 common shares of Veritiv, its wholly-owned subsidiary. Each IP common stockholder received 0.019118445 shares of Veritiv common stock for each share of IP common stock owned as of

5:00 p.m. EDT on the June 20, 2014 record date for the Distribution. IP common stockholders did not receive fractional shares of Veritiv common stock. Instead, fractional shares of Veritiv common stock were aggregated and sold in the open market, with the net proceeds distributed pro-rata in cash payments to the IP common stockholders who would otherwise have received a fractional share of Veritiv common stock.

IP common stock trades under the ticker symbol "IP". Veritiv common stock trades under the ticker symbol "VRTV".

Item 15 – Description of the Quantitative Effect of the Organizational Action on the Basis of the Security in the hands of a U.S. Taxpayer as an Adjustment Per Share or as a Percentage of Old Basis

For U.S. Federal income tax purposes, each IP stockholder's aggregate basis in its shares of IP common stock and Veritiv common stock (including any fractional shares of Veritiv common stock for which cash was received) immediately after the Distribution equaled the aggregate basis of IP common stock held by such stockholder immediately before the Distribution, with such basis allocated between the IP common stock and the Veritiv common stock received in the Distribution (including any fractional shares of Veritiv common stock for which cash was received) in proportion to their relative fair market values immediately following the Distribution. IP common stockholders that acquired IP common stock at different times or different prices must calculate their basis in each block of stock and then allocate a portion of that basis to the IP common stock and the Veritiv common stock.

Fair market value generally is the price at which property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of the facts. U.S. Federal income tax law does not specifically prescribe how one should determine the fair market values of the IP common stock and the Veritiv common stock for purposes of allocating basis. You should consult your tax advisor to determine the appropriate measure of fair market value.

One possible approach for determining the fair market value of the IP common stock and the Veritiv common stock is to utilize the New York Stock Exchange market closing price on the Distribution date (i.e., July 1, 2014) for IP "when issued" common stock (\$50.08 per share), and the New York Stock Exchange market closing price on the Distribution date (i.e., July 1, 2014) for Veritiv "when issued" common stock (\$37.60 per share) as an indication of the relative fair market values. The IP "when issued" common stock reflected ownership of the IP common stock without the right to receive Veritiv common stock on the Distribution date (i.e., July 1, 2014). Based on that approach and the assumptions and calculations set forth in Item 16 below, 98.584902% of an IP common stockholder's aggregate basis in its shares of IP common stock prior to the Distribution would be allocated to such stockholder's shares of IP common stock, and 1.415098% would be allocated to such stockholder's shares of Veritiv common stock. You are not bound by this approach and may, in consultation with your tax advisor, use another approach in determining fair market values for and allocating your basis between IP and Veritiv common stock.

Item 16 – Description of the Calculation of the Change in Basis and the Data Supporting the Calculation

The following is an *example* of the application of the previously-described approach to basis allocation:

Assumptions:

Shares of IP common stock owned: 1,000

IP stockholder’s aggregate tax basis (assumed to be \$30 per share) (A): \$30,000

Shares of Veritiv common stock received in the Distribution (1,000 shares of IP common stock multiplied by the distribution ratio of 0. 019118445): 19.11844

Basis Allocation:

	# Shares Owned	Assumed Beginning Basis (A)	Price	FMV of Shares Owned After Distribution	Percentage of Total FMV (B)	Allocated Basis = (A) x (B)
IP common stock	1,000.000000	\$30,000.00	\$50.08 ¹	\$50,080.00 ³	98.584902% ⁵	\$29,575.47
Veritiv common stock	19.118445		\$37.60 ²	\$718.85 ⁴	1.415098% ⁶	\$424.53
Totals				\$50,798.85	100.000000%	\$30,000.00
Footnotes						
¹ Closing market price of IP "when issued" common stock on July 1, 2014.						
² Closing market price of Veritiv "when issued" common stock on July 1, 2014.						
³ 1,000.000000 x \$50.08						
⁴ 19.118445 x \$37.60						
⁵ \$50,080.00/\$50,798.85						
⁶ \$718.85/\$50,798.85						

Items 17 and 18 – List the Applicable Internal Revenue Code Section(s) and Subsection(s) upon which the Tax Treatment is Based and the Ability of any Resulting Loss to be Recognized

IP shareholders will not recognize income, gain or loss for U.S. Federal income tax purposes on the receipt of Veritiv common stock in the Distribution pursuant to Section 355(a)(1) of the Code, except as described below with respect to cash received in lieu of a fractional share of Veritiv common stock. The

impact of the Distribution on an IP common stockholder's basis in its shares of IP common stock and Veritiv common stock are governed by Sections 358 (a), (b) and (c) of the Code.

IP common stockholders will treat the difference between the cash received in lieu of a fractional share of the Veritiv common stock over the basis allocable to such fractional share as capital gain or loss from the sale of such fractional share pursuant to Sections 1001, 1221 and 1222 of the Code.

Item 19 – Provide any Other Information Necessary to Implement the Adjustment

Certain IP common stockholders (i.e., those IP common stockholders who, immediately before the Distribution, owned 5% or more of the aggregate outstanding IP common stock or had an aggregate basis in their IP common stock of \$1 million or more) who received shares of Veritiv common stock in the Distribution (including any cash in lieu of fractional shares of Veritiv common stock) are also required to include a statement related to the Distribution in their U.S. Federal income tax returns for the year in which the Distribution occurred (i.e., 2014). This statement, "STATEMENT PURSUANT TO § 1.355-5(b) BY _____, A SIGNIFICANT DISTRIBUTE", follows for your convenience and that of your tax advisor. Any IP common stockholder to which this reporting obligation applies should insert his/her/its name and social security number or taxpayer identification number in the blank space and should consult with his/her/its tax advisor in connection with completing this statement.

Please note that some brokerage houses might not use the information provided in this document, and that the information is only provided as an example of one potential method. There are various ways brokerage houses may calculate the cost basis allocation. Please contact your individual brokerage house to determine the calculation they may have used and contact your tax advisor for additional information and clarification.

The information in this document does not constitute tax advice and is not intended or written to be used, and cannot be used, for purposes of (i) avoiding penalties under the Internal Revenue Code or (ii) promoting, marketing or recommending any transaction or matter addressed herein.

STATEMENT PURSUANT TO § 1.355-5(b)

BY _____, A SIGNIFICANT DISTRIBUTE

On July 1, 2014, International Paper Company, a New York corporation ("IP"), distributed (the "Distribution") outstanding shares of common stock of Veritiv Corporation, a Delaware corporation ("Veritiv"), to the holders of record of IP common stock as of 5:00 p.m. EDT on June 20, 2014 (the "Record Date"). As a result of the Distribution, each holder of record shares of IP common stock as of the Record Date was entitled to receive 0.019118445 shares of Veritiv common stock for each share of IP common stock owned by such stockholder as of the Record Date.

1. Name, address and employer identification number of the distributing corporation:
International Paper Company
6400 Poplar Avenue
Memphis, TN 38197
EIN: 13-0872805
2. Name, address and employer identification number of the controlled corporation:
Veritiv Corporation
6600 Governors Lake Parkway
Norcross, GA 30071
EIN: 46-3234977
3. The undersigned was a shareholder owning IP common stock as of the Record Date and received shares of Veritiv common stock, par value \$0.01 per share, in the Distribution. The undersigned received cash in lieu of fractional shares of Veritiv common stock, which fractional shares were aggregated and sold by the distribution agent in the open market. The aggregate fair market value of the Veritiv common stock and cash received by the shareholder was \$ _____.
4. The undersigned did not surrender any stock or securities in IP in connection with the Distribution.
5. The Distribution is a transaction that is described under Section 355 of the Internal Revenue Code of 1986, as amended.

Shareholder's Name (please print)

Shareholder's Signature

Social Security Number or Taxpayer Identification Number

THIS STATEMENT SHOULD BE ATTACHED TO YOUR 2014 U.S. FEDERAL INCOME TAX RETURN. IT SHOULD NOT BE SENT TO INTERNATIONAL PAPER COMPANY OR VERITIV CORPORATION.