



PACKAGING CORPORATION F M

(NEOs). The Committee evaluates the performance of the CEO and the other NEOs in light of these goals and objectives, and the Committee has the sole authority to determine the CEO's and NEOs' total compensation level based on their analysis. The CEO may propose to the Committee their compensation as well as for the other NEOs, however, the Committee, in their sole discretion, may accept or change the

9. Annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.
10. Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time-to-time relating to PCA's compensation programs.
- 11.

the advice of a compensation consultant, independent legal counsel or other adviser (each, an "Authorized Adviser"), and will be directly responsible for the appointment, retention, termination, compensation and oversight of any such Authorized Adviser. PCA shall provide adequate funding for the payment of reasonable compensation to any Authorized Adviser. Prior to the appointment of any Authorized Adviser, the Committee will assess all factors relevant to such Authorized Adviser's independence from PCA's management. Such factors will include the factors enumerated in the rules of the New York Stock Exchange. Such assessment shall be pursuant to procedures determined by the Committee. The Committee may determine preapproval procedures for Authorized Advisers, including delegating approval to one or more of its members of appointment, retention, termination, compensation and oversight of Authorized Advisers.