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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------------|--------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                |                                                                                 |                                            |
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                |                                                                                 |                                            |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan;                 | <input type="checkbox"/> a multiple-employer plan; or                           |                                            |
|                                                                                                          | <input checked="" type="checkbox"/> a single-employer plan;    | <input type="checkbox"/> a DFE (specify) ____                                   |                                            |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report;              | <input type="checkbox"/> the final return/report;                               |                                            |
|                                                                                                          | <input type="checkbox"/> an amended return/report;             | <input type="checkbox"/> a short plan year return/report (less than 12 months). |                                            |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input checked="" type="checkbox"/>                            |                                                                                 |                                            |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558;                 | <input type="checkbox"/> automatic extension;                                   | <input type="checkbox"/> the DFVC program; |
|                                                                                                          | <input type="checkbox"/> special extension (enter description) |                                                                                 |                                            |

|                                                                                                                                                                                                                                                       |                                                                     |                                                             |                                                             |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|
| <b>Part II</b>                                                                                                                                                                                                                                        | <b>Basic Plan Information</b> —enter all requested information      |                                                             |                                                             |
| <b>1a</b> Name of plan<br><u>ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES</u>                                                                                                                                                                 | <b>1b</b> Three-digit plan number (PN) ►                            | <u>096</u>                                                  |                                                             |
|                                                                                                                                                                                                                                                       | <b>1c</b> Effective date of plan                                    | <u>07/01/2006</u>                                           |                                                             |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br><u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u><br><br><u>814 LIVINGSTON COURT, SE</u><br><u>MARIETTA, GA 30067</u> | <b>2b</b> Employer Identification Number (EIN)<br><u>84-0772929</u> | <b>2c</b> Sponsor's telephone number<br><u>770-644-3000</u> | <b>2d</b> Business code (see instructions)<br><u>322100</u> |

**Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.**

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

|                  |                                                          |                   |                                                              |
|------------------|----------------------------------------------------------|-------------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/15/2010</u> | <u>JENNIFER LANSING-MCGRATH</u>                              |
|                  | <b>Signature of plan administrator</b>                   | Date              | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | <u>Filed with authorized/valid electronic signature.</u> | <u>10/15/2010</u> | <u>JENNIFER LANSING-MCGRATH</u>                              |
|                  | <b>Signature of employer/plan sponsor</b>                | Date              | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                          |                   |                                                              |
|                  | <b>Signature of DFE</b>                                  | Date              | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

Form 5500 (2009)  
v.092307.1

|                                                                                                                                                                                                         |                                                                                                               |
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| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>RETIREMENT COMMITTEE OF GRAPHIC PACKGING INTERNATIONAL<br><br>814 LIVINGSTON COURT, SE<br>MARIETTA, GA 30067 | <b>3b</b> Administrator's EIN<br>58-2073470<br><br><b>3c</b> Administrator's telephone number<br>770-644-3000 |
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|                                                                                                                                                                                                                                                        |                                                        |  |
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| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><br><b>a</b> Sponsor's name<br>GRAPHIC PACKAGING INTL., INC. | <b>4b</b> EIN<br>84-0772929<br><br><b>4c</b> PN<br>003 |  |
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|                                                                         |          |      |
|-------------------------------------------------------------------------|----------|------|
| <b>5</b> Total number of participants at the beginning of the plan year | <b>5</b> | 3984 |
|-------------------------------------------------------------------------|----------|------|

  

|                                                                                                                                                        |           |      |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|------|
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |      |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 2885 |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 207  |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 935  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 4027 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 16   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 4043 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> |      |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 121  |

  

|                                                                                                                                      |          |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) ..... | <b>7</b> |  |
|--------------------------------------------------------------------------------------------------------------------------------------|----------|--|

  

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 1B 1G

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

|                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                                                   |                                                                                                |
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| <div>SCHEDULE SB<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div> | <div>Single-Employer Defined Benefit Plan<br/>Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                                                                    |                                                                                                                                                  |
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| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                         |                                                                                                                                                  |
| ▶ Round off amounts to nearest dollar.                                                                                             |                                                                                                                                                  |
| ▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.            |                                                                                                                                                  |
| A Name of plan<br>ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES                                                             | B Three-digit plan number (PN) ▶ 096                                                                                                             |
| C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br>GRAPHIC PACKAGING INTERNATIONAL, INC.                         | D Employer Identification Number (EIN)<br>84-0772929                                                                                             |
| E Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|        |                                                                                                                                                                                              |                            |                    |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| Part I | Basic Information                                                                                                                                                                            |                            |                    |
| 1      | Enter the valuation date: Month 01 Day 01 Year 2009                                                                                                                                          |                            |                    |
| 2      | Assets:                                                                                                                                                                                      |                            |                    |
| a      | Market value .....                                                                                                                                                                           | 2a                         | 13509179           |
| b      | Actuarial value .....                                                                                                                                                                        | 2b                         | 13736481           |
| 3      | Funding target/participant count breakdown                                                                                                                                                   | (1) Number of participants | (2) Funding Target |
| a      | For retired participants and beneficiaries receiving payment .....                                                                                                                           | 3a                         | 150 1690309        |
| b      | For terminated vested participants .....                                                                                                                                                     | 3b                         | 697 1710558        |
| c      | For active participants:                                                                                                                                                                     |                            |                    |
| (1)    | Non-vested benefits .....                                                                                                                                                                    | 3c(1)                      | 4858860            |
| (2)    | Vested benefits .....                                                                                                                                                                        | 3c(2)                      | 8814503            |
| (3)    | Total active .....                                                                                                                                                                           | 3c(3)                      | 3137 13673363      |
| d      | Total .....                                                                                                                                                                                  | 3d                         | 3984 17074230      |
| 4      | If the plan is at-risk, check the box and complete items (a) and (b) <input checked="" type="checkbox"/>                                                                                     |                            |                    |
| a      | Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | 4a                         | 17074230           |
| b      | Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... | 4b                         | 17074230           |
| 5      | Effective interest rate .....                                                                                                                                                                | 5                          | 8.02 %             |
| 6      | Target normal cost .....                                                                                                                                                                     | 6                          | 2958173            |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                          |                                                                                                                                                                                                                                                                                        |                                                                                                                                                        |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|
| <div>SIGN<br/>HERE</div> | <div>09/27/2010</div> <div>Signature of actuary</div> <div>KELLY Q. BRANHAM</div> <div>Type or print name of actuary</div> <div>BUCK CONSULTANTS, LLC</div> <div>Firm name</div> <div>200 GALLERIA PARKWAY, SUITE 1900<br/>ATLANTA, GA 30339-5945</div> <div>Address of the firm</div> | <div>08-05192</div> <div>Date</div> <div>770-855-2488</div> <div>Most recent enrollment number</div> <div>Telephone number (including area code)</div> |
|--------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------|

| Part II Beginning of year carryover and prefunding balances                                       |                       |                        |
|---------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                   | (a) Carryover balance | (b) Prefunding balance |
| 7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 0                     | 0                      |
| 8 Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 0                     | 0                      |
| 9 Amount remaining (Item 7 minus item 8).....                                                     | 0                     | 0                      |
| 10 Interest on item 9 using prior year's actual return of _____% .....                            |                       |                        |
| 11 Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| a Excess contributions (Item 38 from prior year) .....                                            |                       | 3598826                |
| b Interest on (a) using prior year's effective rate of <u>6.43</u> % .....                        |                       | 231405                 |
| c Total available at beginning of current plan year to add to prefunding balance .....            |                       | 3830231                |
| d Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| 12 Reduction in balances due to elections or deemed elections.....                                | 0                     | 0                      |
| 13 Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....              | 0                     | 0                      |

| Part III Funding percentages                                                                                                                                       |    |         |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|---------|
| 14 Funding target attainment percentage.....                                                                                                                       | 14 | 80.45 % |
| 15 Adjusted funding target attainment percentage.....                                                                                                              | 15 | 80.45 % |
| 16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | 16 | 42.89 % |
| 17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | 17 | %       |

| Part IV Contributions and liquidity shortfalls                                    |                                   |                                 |                          |                                   |                                 |
|-----------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 18 Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                          | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/15/2009                                                                        | 1121035                           |                                 |                          |                                   |                                 |
| 07/15/2009                                                                        | 844643                            |                                 |                          |                                   |                                 |
| 10/15/2009                                                                        | 523977                            |                                 |                          |                                   |                                 |
| 01/15/2010                                                                        | 829885                            |                                 |                          |                                   |                                 |
| 09/15/2010                                                                        | 595382                            |                                 |                          |                                   |                                 |
|                                                                                   |                                   |                                 | Totals ►                 | 18(b)                             | 3914922                         |
|                                                                                   |                                   |                                 |                          | 18(c)                             | 0                               |

|                                                                                                                                                                                 |         |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------|---------|
| 19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:                                                   |         |         |
| a Contributions allocated toward unpaid minimum required contribution from prior years.....                                                                                     | 19a     | 0       |
| b Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                     | 19b     | 0       |
| c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....                                                                 | 19c     | 3688374 |
| 20 Quarterly contributions and liquidity shortfalls:                                                                                                                            |         |         |
| a Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                         |         |         |
| b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |         |         |
| c If 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |         |         |
| Liquidity shortfall as of end of Quarter of this plan year                                                                                                                      |         |         |
| (1) 1st                                                                                                                                                                         | (2) 2nd | (3) 3rd |
| 0                                                                                                                                                                               | 0       | 0       |
|                                                                                                                                                                                 |         | (4) 4th |
|                                                                                                                                                                                 |         | 0       |

**Part V Assumptions used to determine funding target and target normal cost**

|                                                                                                                                                                                              |                   |                   |                   |                                                                |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------|-------------------|----------------------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                   |                   |                   |                                                                |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>% | 2nd segment:<br>% | 3rd segment:<br>% | <input checked="" type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code) .....                                                                                                                                                 |                   |                   |                   | <b>21b</b>                                                     |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                   |                   |                   | <b>22</b> 62                                                   |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                   |                   |                   |                                                                |

**Part VI Miscellaneous items**

|                                                                                                                                                                        |                                                                     |
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| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....                             | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....                   | <b>27</b>                                                           |

**Part VII Reconciliation of unpaid minimum required contributions for prior years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contribution for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a)..... | <b>29</b> | 0 |
| <b>30</b> Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum required contribution for current year**

|                                                                                                                                                                                      |                     |                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|--------------------|
| <b>31</b> Target normal cost, adjusted, if applicable (see instructions).....                                                                                                        | <b>31</b>           | 2958173            |
| <b>32</b> Amortization installments:                                                                                                                                                 | Outstanding Balance | Installment        |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                | 3337749             | 730201             |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       | 0                   | 0                  |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... | <b>33</b>           |                    |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....                                                   | <b>34</b>           | 3688374            |
|                                                                                                                                                                                      | Carryover balance   | Prefunding balance |
| <b>35</b> Balances used to offset funding requirement .....                                                                                                                          | 0                   | 0                  |
| <b>36</b> Additional cash requirement (item 34 minus item 35).....                                                                                                                   | <b>36</b>           | 3688374            |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....                                                   | <b>37</b>           | 3688374            |
| <b>38</b> Interest-adjusted excess contributions for current year (see instructions).....                                                                                            | <b>38</b>           | 0                  |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....                                                                       | <b>39</b>           | 0                  |
| <b>40</b> Unpaid minimum required contribution for all years .....                                                                                                                   | <b>40</b>           | 0                  |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        |                                                             |
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| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                                           |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>2009</b>                                                 |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b>              |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                |                                                                                                                                                                                                                        |                                                             |
| <b>A</b> Name of plan<br>ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES                                                                                                                                             |                                                                                                                                                                                                                        | <b>B</b> Three-digit plan number (PN) ▶ 096                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>GRAPHIC PACKAGING INTERNATIONAL, INC.                                                                                                                    |                                                                                                                                                                                                                        | <b>D</b> Employer Identification Number (EIN)<br>84-0772929 |

|               |                                                        |
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| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

**1 Information on Persons Receiving Only Eligible Indirect Compensation**

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
|------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
|-------------------------------------------------------------------------------------------------------------------|

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**2. Information on Other Service Providers Receiving Direct or Indirect Compensation.** Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

**(a)** Enter name and EIN or address (see instructions)

AON CORPORATION

22-2232264

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 11                            | NONE                                                                                                     | 18687                                                                         | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

BANK OF NEW YORK MELLON

13-5160382

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 21                            | NONE                                                                                                     | 8750                                                                          | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                         | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
|                               |                                                                                                          |                                                                               | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                    | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                              |                                                                                                                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                            |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**(a)** Enter name and EIN or address (see instructions)

| <b>(b)</b><br>Service<br>Code(s) | <b>(c)</b><br>Relationship to<br>employer, employee<br>organization, or<br>person known to be<br>a party-in-interest | <b>(d)</b><br>Enter direct<br>compensation paid<br>by the plan. If none,<br>enter -0-. | <b>(e)</b><br>Did service provider<br>receive indirect<br>compensation? (sources<br>other than plan or plan<br>sponsor) | <b>(f)</b><br>Did indirect compensation<br>include eligible indirect<br>compensation, for which the<br>plan received the required<br>disclosures? | <b>(g)</b><br>Enter total indirect<br>compensation received by<br>service provider excluding<br>eligible indirect<br>compensation for which you<br>answered "Yes" to element<br>(f). If none, enter -0-. | <b>(h)</b><br>Did the service<br>provider give you a<br>formula instead of<br>an amount or<br>estimated amount? |
|----------------------------------|----------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|
|                                  |                                                                                                                      |                                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                                          |                                                                                                                                                                                                          | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                        |

**Part I Service Provider Information (continued)**

**3** If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
|                                                         |                                         |                                           |

| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                     |                                                                                                                                                                    |

**Part II Service Providers Who Fail or Refuse to Provide Information**

**4** Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|--------------------------------------------------------------------------|-------------------------------|-------------------------------------------------------------------------------------|
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |
| (a) Enter name and EIN or address of service provider (see instructions) | (b) Nature of Service Code(s) | (c) Describe the information that the service provider failed or refused to provide |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                                                        |                                                                                                 |              |
|--------------------|--------------------------------------------------------|-------------------------------------------------------------------------------------------------|--------------|
| <b>a</b> Name:     | TIM WESTON                                             | <b>b</b> EIN:                                                                                   | 23-2293237   |
| <b>c</b> Position: | ENROLLED ACTUARY                                       |                                                                                                 |              |
| <b>d</b> Address:  | 200 EAST RANDOLPH STREET, STE 900<br>CHICAGO, IL 60601 | <b>e</b> Telephone:                                                                             | 312-381-4800 |
| Explanation:       |                                                        | COMPANY DECIDED TO CONSOLIDATE ACTUARIAL FUNCTION OF ACQUIRED COMPANY WITH ITS CURRENT ACTUARY. |              |

|                    |                                                                 |                                                                                             |              |
|--------------------|-----------------------------------------------------------------|---------------------------------------------------------------------------------------------|--------------|
| <b>a</b> Name:     | ERNST & YOUNG LLP                                               | <b>b</b> EIN:                                                                               | 34-6565596   |
| <b>c</b> Position: | ACCOUNTANT                                                      |                                                                                             |              |
| <b>d</b> Address:  | SEARS TOWER<br>233 SOUTH WACKER DRIVE<br>CHICAGO, IL 60606-6301 | <b>e</b> Telephone:                                                                         | 312-879-2000 |
| Explanation:       |                                                                 | COMPANY DECIDED TO CONSOLIDATE AUDIT FUNCTION OF ACQUIRED COMPANY WITH ITS CURRENT AUDITOR. |              |

|                    |                                                        |                                                                                   |              |
|--------------------|--------------------------------------------------------|-----------------------------------------------------------------------------------|--------------|
| <b>a</b> Name:     | MICHAEL P. SCHACHET                                    | <b>b</b> EIN:                                                                     | 23-2293237   |
| <b>c</b> Position: | ENROLLED ACTUARY                                       |                                                                                   |              |
| <b>d</b> Address:  | 200 EAST RANDOLPH STREET, STE 900<br>CHICAGO, IL 60601 | <b>e</b> Telephone:                                                               | 312-381-4800 |
| Explanation:       |                                                        | CHANGE IN RESPONSIBILITIES WITHIN ACTUARIAL CONSULTING FIRM FOR 2008 SCHEDULE SB. |              |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                    |  |                     |  |
|--------------------|--|---------------------|--|
| <b>a</b> Name:     |  | <b>b</b> EIN:       |  |
| <b>c</b> Position: |  |                     |  |
| <b>d</b> Address:  |  | <b>e</b> Telephone: |  |
| Explanation:       |  |                     |  |

|                                                                                                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------|--|
| <div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> |  | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> |  | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>       |  |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| A Name of plan<br>ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES                                                                                                                       |  |                                                                                                                                                                                                                                   |  | B Three-digit plan number (PN) ▶ 096                                                                  |  |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>GRAPHIC PACKAGING INTERNATIONAL, INC.                                                                                       |  |                                                                                                                                                                                                                                   |  | D Employer Identification Number (EIN)<br>84-0772929                                                  |  |
| Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs)             |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: GRAPHIC PKG INT'L INC MASTER TRUST                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a): GRAPHIC PACKAGING INTERNATIONAL INC                                                                                                               |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN 84-0772929-093                                                                                                                                                                      |  | d Entity code M                                                                                                                                                                                                                   |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19220551 |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND                                                                                                                         |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a): BNY MELLON ASSET SERVICING                                                                                                                        |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN 25-6078093-023                                                                                                                                                                      |  | d Entity code C                                                                                                                                                                                                                   |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0        |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| c EIN-PN                                                                                                                                                                                     |  | d Entity code                                                                                                                                                                                                                     |  | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)          |  |
| a Name of MTIA, CCT, PSA, or 103-12 IE:                                                                                                                                                      |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
| b Name of sponsor of entity listed in (a):                                                                                                                                                   |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |
|                                                                                                                                                                                              |  |                                                                                                                                                                                                                                   |  |                                                                                                       |  |

**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity  
code**e** Dollar value of interest in MTIA, CCT, PSA, or  
103-12 IE at end of year (see instructions)

**Part II Information on Participating Plans (to be completed by DFEs)**

(Complete as many entries as needed to report all participating plans)

**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN**a** Plan name**b** Name of  
plan sponsor**c** EIN-PN

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                        |                                                             |
|--------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009             |                                                             |
| <b>A</b> Name of plan<br>ALTVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES                           | <b>B</b> Three-digit plan number (PN) ▶ 096                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>GRAPHIC PACKAGING INTERNATIONAL, INC. | <b>D</b> Employer Identification Number (EIN)<br>84-0772929 |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**1** Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | 5787921               | 1425267         |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    | 6194                  |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | 7923292               |                 |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       | 19220551        |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 13717407              | 20645818        |

**Liabilities**

|                                                                           |           |        |      |
|---------------------------------------------------------------------------|-----------|--------|------|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |        |      |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 123325 | 8600 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |        |      |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |        |      |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 123325 | 8600 |

**Net Assets**

|                                                           |           |          |          |
|-----------------------------------------------------------|-----------|----------|----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 13594082 | 20637218 |
|-----------------------------------------------------------|-----------|----------|----------|

**Part II Income and Expense Statement**

**2** Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

**Income****a Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 3914922    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 3914922   |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |  |   |
|------------------------------------------------------------------------------------------------------|-----------------|--|---|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |  |   |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |  |   |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |  |   |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |  |   |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> |  |   |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |  |   |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |  | 0 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 14021     |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            | 3573998   |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            |           |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 7502941   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 282632 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 282632 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        |        |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        |        |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> | 18687  |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 158486 |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 177173 |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 459805 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 7043136 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**Part III Accountant's Opinion**

**3** Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

**a** The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

**c** Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BABUSH NEIMAN KORNMAN & JOHNSON LLP

(2) EIN: 58-0942047

**d** The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

**Part IV Compliance Questions**

- 4** CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 25000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   |     | X  |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    | X   |    |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     |    |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |          |

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?  
If yes, enter the amount of any plan assets that reverted to the employer this year ..... ☐ Yes ☒ No Amount:

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                                  | <div>Retirement Plan Information</div> <div>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| A Name of plan<br>ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 | B Three-digit plan number (PN) ►<br>096                                                         |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>GRAPHIC PACKAGING INTERNATIONAL, INC.                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 | D Employer Identification Number (EIN)<br>84-0772929                                            |
| Part I                                                                                                                                                                                                                                                                                                                                                           | Distributions                                                                                                                                                                                                                                                                                   |                                                                                                 |
| All references to distributions relate only to payments of benefits during the plan year.                                                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                 | 1 0                                                                                             |
| 2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br>EIN(s): 25-1904625                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                 | 3 7                                                                                             |
| Part II                                                                                                                                                                                                                                                                                                                                                          | Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)                                                                                                                           |                                                                                                 |
| 4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?..... <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____                                                                                                                                        |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 6 a Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                 | 6a                                                                                              |
| b Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                 | 6b                                                                                              |
| c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                 | 6c                                                                                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?..... <input type="checkbox"/> Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> N/A                |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part III                                                                                                                                                                                                                                                                                                                                                         | Amendments                                                                                                                                                                                                                                                                                      |                                                                                                 |
| 9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... <input checked="" type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> No |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Part IV                                                                                                                                                                                                                                                                                                                                                          | ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.                                                                                                                                                      |                                                                                                 |
| 10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                   |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.                                                                                                                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                 |                                                                                                 |
| Schedule R (Form 5500) 2009 v.092308.1                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                 |                                                                                                 |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

**13** Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

**d** Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_

**e** Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): \_\_\_\_\_

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

**Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans**

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: 100%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☒ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?  
☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

***Altivity Packaging Pension Plan  
For Hourly Employees***

***Financial Statements and***

***Supplemental Schedule***

***As of and For the Years Ended***

***December 31, 2009 and 2008***

## ***Altivity Packaging Pension Plan For Hourly Employees***

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**Babush, Neiman, Kornman & Johnson, LLP**  
Certified Public Accountants & Consultants

## **Independent Auditors' Report**

To the Retirement Committee  
Altivity Packaging Pension Plan For Hourly Employees  
Marietta, Georgia

We were engaged to audit the financial statements and supplemental schedule of Altivity Packaging Pension Plan For Hourly Employees (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2009 and 2008, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Babush, Neiman, Kornman & Johnson, LLP*

Atlanta, Georgia  
October 12, 2010



**Altivity Packaging Pension Plan For Hourly Employees**

**Statements of Net Assets Available for Benefits  
As of December 31, 2009 and 2008**

|                                                                             | <u>2009</u>          | <u>2008</u>          |
|-----------------------------------------------------------------------------|----------------------|----------------------|
| <b>ASSETS</b>                                                               |                      |                      |
| <b><i>INVESTMENTS, at fair value</i></b>                                    |                      |                      |
| Interest in the Altivity Packaging Master Trust                             | \$ -                 | \$ 7,923,292         |
| Interest in the Riverwood International<br>Corporation Master Pension Trust | <u>19,220,551</u>    | <u>-</u>             |
| <b><i>Total Investments</i></b>                                             | <u>19,220,551</u>    | <u>7,923,292</u>     |
| <b><i>RECEIVABLES</i></b>                                                   |                      |                      |
| Employer contribution                                                       | 1,425,267            | 5,787,921            |
| Accrued interest income                                                     | <u>-</u>             | <u>6,194</u>         |
| <b><i>Total Receivables</i></b>                                             | <u>1,425,267</u>     | <u>5,794,115</u>     |
| <b><i>TOTAL ASSETS</i></b>                                                  | <u>20,645,818</u>    | <u>13,717,407</u>    |
| <b><i>LIABILITIES</i></b>                                                   |                      |                      |
| Accrued liabilities                                                         | <u>8,600</u>         | <u>123,325</u>       |
| <b><i>NET ASSETS AVAILABLE FOR BENEFITS</i></b>                             | <u>\$ 20,637,218</u> | <u>\$ 13,594,082</u> |

See accompanying notes to financial statements.

**Altivity Packaging Pension Plan For Hourly Employees**

**Statements of Changes in Net Assets  
Available for Benefits  
For the Years Ended December 31, 2009 and 2008**

|                                                                            | <u>2009</u>          | <u>2008</u>          |
|----------------------------------------------------------------------------|----------------------|----------------------|
| <b>ADDITIONS TO NET ASSETS ATTRIBUTED TO:</b>                              |                      |                      |
| <b>CONTRIBUTIONS</b>                                                       |                      |                      |
| Employer                                                                   | \$ 3,914,922         | \$ 8,724,609         |
| <b>INVESTMENT INCOME</b>                                                   |                      |                      |
| Net gain from the Altivity Packaging Master Trust                          | 14,021               | 142,054              |
| Net gain from the Riverwood International Corporation Master Pension Trust | 4,100,417            | -                    |
| <b>Total Investment Income</b>                                             | <u>4,114,438</u>     | <u>142,054</u>       |
| <b>TOTAL ADDITIONS</b>                                                     | <u>8,029,360</u>     | <u>8,866,663</u>     |
| <b>DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:</b>                           |                      |                      |
| Benefits paid to participants                                              | 282,632              | 210,387              |
| Administrative expenses                                                    | <u>703,592</u>       | <u>762,995</u>       |
| <b>TOTAL DEDUCTIONS</b>                                                    | <u>986,224</u>       | <u>973,382</u>       |
| <b>NET INCREASE</b>                                                        | 7,043,136            | 7,893,281            |
| <b>NET ASSETS AVAILABLE FOR BENEFITS</b>                                   |                      |                      |
| Beginning of Year                                                          | <u>13,594,082</u>    | <u>5,700,801</u>     |
| End of Year                                                                | <u>\$ 20,637,218</u> | <u>\$ 13,594,082</u> |

See accompanying notes to financial statements.

***Altivity Packaging Pension Plan For Hourly Employees***

***Statement of Accumulated  
Plan Benefits  
As of December 31, 2008***

***ACTUARIAL PRESENT VALUE OF  
ACCUMULATED PLAN BENEFITS***

Vested benefits:

|                                           |                  |
|-------------------------------------------|------------------|
| Active participants                       | \$ 8,414,350     |
| Participants currently receiving payments | 1,691,235        |
| Terminated vested participants            | <u>1,606,783</u> |
| <b>Total vested benefits</b>              | 11,712,368       |

|                    |                  |
|--------------------|------------------|
| Nonvested benefits | <u>4,872,025</u> |
|--------------------|------------------|

***TOTAL ACTUARIAL PRESENT VALUE OF  
ACCUMULATED PLAN BENEFITS***

\$ 16,584,393

See accompanying notes to financial statements.

***Altivity Packaging Pension Plan For Hourly Employees***

***Statement of Changes in Accumulated  
Plan Benefits  
For the Year Ended December 31, 2008***

|                                                                                                 |                      |
|-------------------------------------------------------------------------------------------------|----------------------|
| <b><i>ACTUARIAL PRESENT VALUE OF<br/>ACCUMULATED PLAN BENEFITS<br/>AT BEGINNING OF YEAR</i></b> | <u>\$ 10,392,035</u> |
| Benefits accumulated and gains/losses                                                           | 5,655,522            |
| Increase for interest accumulated                                                               | 822,947              |
| Assumption changes                                                                              | (75,724)             |
| Benefits paid                                                                                   | <u>(210,387)</u>     |
| <b><i>Net Increase</i></b>                                                                      | <u>6,192,358</u>     |
| <b><i>ACTUARIAL PRESENT VALUE OF<br/>ACCUMULATED PLAN BENEFITS<br/>AT END OF YEAR</i></b>       | <u>\$ 16,584,393</u> |

See accompanying notes to financial statements.

## ***Altivity Packaging Pension Plan For Hourly Employees***

### ***Notes to Financial Statements***

#### **A. PLAN DESCRIPTION**

The following description of the Altivity Packaging Pension Plan for Hourly Employees (the "Plan") is provided for general informational purposes only. Participants should refer to the Plan document for more information.

**General.** The Plan is a noncontributory defined benefit plan established July 1, 2006. The Plan covers the eligible hourly employees of Altivity Packaging, LLC who have completed one year of service and covers employees who were formerly covered under the Smurfit-Stone Container Corporation Retirement Plan for Hourly Employees. The Plan was sponsored by Altivity Packaging, LLC until March 10, 2008 when the Company was acquired by Graphic Packaging Holding Company (the "Company"). Upon acquisition, Graphic Packaging International, Inc. became the Plan's sponsor. Effective December 31, 2007, the Plan was amended to freeze the benefit accruals for nonunion employees.

Effective January 1, 2009, the Plan was restated to incorporate all prior amendments.

On March 27, 2009, the Plan entered into the Riverwood International Corporation Master Pension Trust which is sponsored by the Company.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

**Funding Policy.** The Company's funding policy is to make contributions to the Plan in amounts sufficient to provide for the participant's benefits and to satisfy the minimum funding standards of ERISA. The Plan has met the minimum funding requirements of ERISA for the years ended December 31, 2009 and 2008.

**Pension Benefits.** Participants are generally entitled to normal retirement benefits beginning at the age of 65 (normal retirement age). The Plan permits early retirement benefits for qualified participants who meet the age and service requirements. Normal retirement benefits are based upon the participant's years of benefit service multiplied by the participant's benefit level. Early retirement benefits are based upon the participant's earned benefit reduced by a certain percentage for each month prior to normal retirement age.

Participants may elect to receive their benefits in various forms including a single life annuity and optional forms of payment under the Plan if certain service requirements are met.

**Death and Disability Benefits.** If a participant dies, a death benefit may be payable under the Plan. If an active participant becomes disabled, the participant is entitled to receive benefits under the Plan, if certain service requirements are met.

**Vesting.** If employees terminate before rendering five years of service, they forfeit the right to receive benefits under the Plan.

## ***Notes to Financial Statements (Continued)***

### **B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Accounting.** The accompanying financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America.

**Investment Valuation and Income Recognition.** Investments in the Master Trusts are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in its statement of changes in net assets available for benefits an allocation of the Master Trusts' net income (loss) which consists of realized gains or losses, unrealized appreciation (depreciation) on investments and interest and dividend income.

Management fees and operating expenses charged to the Master Trusts for investments in mutual funds and common/collective trusts are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Valuation of Financial Instruments.** The carrying values of the Plan's receivables and payables approximate fair value.

**Use of Estimates.** The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from these estimates.

**Risks and Uncertainties.** The Plan invests in a Master Trust, which invests in a combination of stocks, bonds, mutual funds, common/collective trusts, and other investment securities. The underlying investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in these financial statements.

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

**Payments of Benefits.** Benefits are recorded when paid.

**Administrative Expenses.** Generally, the Plan pays for expenses incurred for plan administration. Certain other costs of the Plan have been paid by the Company.

## ***Notes to Financial Statements (Continued)***

**Recent Accounting Pronouncements.** In April 2009, the Financial Accounting Standards Board ("FASB") issued guidance under FASB Accounting Standards Codification (the "ASC") subtopic 820, formerly known as *FASB Staff Position ("FSP") SFAS 157-4, Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly*. This ASC emphasizes that even if there has been a significant decrease in the volume and level of activity for the asset or liability and regardless of the valuation technique(s) used, the objective of a fair value measurement remains the same. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction (that is, not a forced liquidation or distressed sale) between market participants at the measurement date under current market conditions. This guidance was adopted by the Plan during 2009 and did not have an impact on the financial statements.

In June 2009, the FASB issued guidance under ASC 105, *Generally Accepted Accounting Principles*, which was formerly referred to as *FASB Statement of Financial Accounting Standards No. 168, FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles – A Replacement of FASB Statement No. 162*. This guidance establishes the FASB ASC as the source of authoritative U.S. generally accepted accounting principles ("GAAP") for nongovernmental entities. The ASC supersedes all existing non-SEC accounting and reporting standards. Rules and interpretive releases of the SEC under authority of federal security laws remain authoritative GAAP for SEC registrants. The guidance and the ASC did not change existing GAAP; the adoption did not have an impact on the financial statements.

During 2009, the Plan adopted FASB Statement No. 165, *Subsequent Events*, or ASC 855, which was issued in May 2009 and is effective for fiscal years and interim periods ending after June 15, 2009. ASC 855 requires evaluation of subsequent events through the date of financial statement issuance. On February 24, 2010, the FASB issued ASC Update 2010-09 to amend ASC 855, *Subsequent Events*. As of result of the ASU, Security & Exchange Commission ("SEC") registrants are not required to disclose the date through which management evaluated subsequent events in the financial statements, either in originally issued financial statements reissued financial statements. This change addresses practice issues for SEC registrants with respect to processes around issuing financial statements and SEC registration requirements. The adoption of this guidance is reflected in these financial statements.

In September 2009, the FASB issued ASC Update 2009-12, *Fair Value Measurements and Disclosures (Topic 820) – Investment in Certain Entities that Calculate Net Asset Value per Share (or Its Equivalent)*. This update provides guidance on estimating the fair value of a Plan's investments in investment companies when the investment does not have a readily determinable fair value. It permits the use of the investment's net asset value as a practical expedient to determine fair value. This guidance also required additional disclosure of the attributes of these investments such as: (i) the nature of any restrictions on the reporting entity's ability to redeem its investment; (ii) unfunded commitments; and (iii) investment strategies of the investees. This guidance is effective for periods ending after December 15, 2009. The adoption did not have a material impact on the Plan's financial condition or results of operations and all applicable disclosures are included in these financial statements.

In January 2010, the FASB issued ASC Update 2010-06, *Fair Value Measurements and Disclosures (Topic 820) – Improving Disclosures about Fair Value Measurements*. This guidance requires (i) separate disclosure of significant transfers between Level 1 and Level 2 and reasons for the transfers; (ii) disclosures by class of assets and liabilities; and (iii) a description of the valuation techniques and inputs used to measure fair value for both recurring and nonrecurring fair value measurements. This guidance is effective for reporting periods beginning after December 15, 2009, except for the Level 3 disclosure requirements which will be effective for fiscal years beginning after

## ***Notes to Financial Statements (Continued)***

December 15, 2010 and interim periods within those fiscal years. The adoption of this guidance is reflected, where applicable, throughout these financial statements.

### ***C. INTEREST IN MASTER TRUST (UNAUDITED INFORMATION)***

At December 31, 2009 and 2008, the Plan's investments are in the Riverwood International Corporation Master Pension Trust (the "Riverwood Master Trust") and the Altivity Packaging Master Pension Trust (the "Altivity Master Trust"), respectively. The Riverwood Master Trust was established for the investment of assets of the Plan and certain assets of other retirement plans sponsored by the Company. Each participating retirement plan has an undivided interest in the Riverwood Master Trust. The Plan's interest in the net assets of the Altivity Master Trust was 100% and was the only plan participating in the Altivity Master Trust at December 31, 2008. The value of the Plan's interest in both of the master trusts is based on the beginning of year value of the plan's interest in the master trusts plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Riverwood Master Trust are allocated to the individual plans based on 1) whether it is related to a specific plan (100 percent allocation to that plan), or 2) the Plan's proportionate share of the income or expense which is attributable to the Riverwood Master Trust.

The Bank of New York Mellon/BNY Mellon, N.A. (the "Trustee"), the trustee of the Plan, holds investment assets and executes transactions therein, and substantially all information pertaining to investments included in the financial statements and supplemental schedule has been certified by them. Therefore, in accordance with the request of the Company and as allowed under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, this information was not subjected to auditing procedures generally accepted in the United States of America by the Plan's independent public accountants.

On March 27, 2009, the Plan and one other retirement plan sponsored by the Company entered into the Riverwood Master Trust.

At December 31, 2009, the assets of the Riverwood Master Trust were held by the Trustee of the Plan. The Plan's interest in the net assets of the Riverwood Master Trust was approximately 4% at December 31, 2009.

The following represents the investments held by the Riverwood Master Trust at December 31, 2009, as certified by the Trustee:

|                                                | <b><u>2009</u></b>               |
|------------------------------------------------|----------------------------------|
| <b>Investments, at fair value:</b>             |                                  |
| Common/collective trusts                       | \$ 269,340,052                   |
| Mutual funds                                   | 134,383,128                      |
| 103-12 investment entities                     | 47,227,008                       |
| Common stock                                   | 43,606,622                       |
| Cash and cash equivalents                      | <u>6,293</u>                     |
|                                                | 494,563,103                      |
| Income receivable                              | <u>166,698</u>                   |
| <b>Total Assets</b>                            | <b>494,729,801</b>               |
| <br><b>Liabilities</b>                         |                                  |
| Due to broker for investments sold (net)       | <u>902,228</u>                   |
| <br><b>Net Assets Held by the Master Trust</b> | <br><b><u>\$ 493,827,573</u></b> |

## ***Notes to Financial Statements (Continued)***

The following represents the investment income for the Riverwood Master Trust for the year ended December 31, 2009, as certified by the Trustee:

|                                                                      | <u><b>2009</b></u>           |
|----------------------------------------------------------------------|------------------------------|
| <b>Net appreciation (depreciation) in fair value of investments:</b> |                              |
| Common/collective trusts                                             | \$ 47,263,372                |
| Mutual funds                                                         | 22,714,171                   |
| 103-12 investment entities                                           | 18,038,127                   |
| Common stock                                                         | 10,231,115                   |
| Cash and cash equivalents                                            | 3,582                        |
| U.S. government securities                                           | (228,781)                    |
| Corporate debt instruments                                           | 1,050,750                    |
| Derivatives                                                          | (134,898)                    |
| Preferred stock                                                      | <u>15,625</u>                |
|                                                                      | 98,953,063                   |
| <b>Interest</b>                                                      | 1,459,198                    |
| <b>Dividends</b>                                                     | <u>5,648,219</u>             |
| <b>Total Investment Income</b>                                       | <u><u>\$ 106,060,480</u></u> |

The following represents the investments held by the Altivity Master Trust at December 31, 2008, as certified by the Trustee:

|                                    | <u><b>2008</b></u>         |
|------------------------------------|----------------------------|
| <b>Investments, at fair value:</b> |                            |
| Short-term investment fund         | <u><u>\$ 7,923,292</u></u> |

The following represents the investment income for the Altivity Master Trust for the year ended December 31, 2008, as certified by the Trustee:

|                 | <u><b>2008</b></u>       |
|-----------------|--------------------------|
| Interest income | <u><u>\$ 142,054</u></u> |

### ***D. FAIR VALUE MEASUREMENTS***

In 2008, the Plan adopted ASC 820, *Fair Value Measurements and Disclosures* ("ASC 820"), formerly SFAS 157. ASC 820 established a fair value hierarchy that prioritized the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities inputs (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

## ***Notes to Financial Statements (Continued)***

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in methodologies used at December 31, 2009 and 2008.

*Short-term investment fund:* Valued at cost, which approximates fair value.

*Cash and cash equivalents:* Valued at cost, which approximates fair value.

*Mutual funds:* Valued at the net asset value ("NAV") of shares held by the plan at year end, based on quoted market prices.

*Common/collective trusts:* The Riverwood Master Trust's interest in the common/collective trusts are stated at fair value. The value is determined by the net asset value, based on the underlying investments, as reported by the common/collective trusts on the valuation date.

*103-12 investment entities (LLCs):* The Riverwood Master Trust's interest in the LLCs are stated at fair value. The value is determined by the net asset value, based on the underlying investments, as reported by the LLCs on the valuation date.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## **Notes to Financial Statements (Continued)**

The following table set forth by level, within the fair value hierarchy, the Riverwood Master Trust's assets at fair value as of December 31, 2009. There were no Level 3 investments as of December 31, 2009.

| <b><u>December 31, 2009</u></b>              | <b><u>Level 1</u></b> | <b><u>Level 2</u></b> | <b><u>Total</u></b>   |
|----------------------------------------------|-----------------------|-----------------------|-----------------------|
| <b>Common/collective trusts</b>              |                       |                       |                       |
| Cash and cash equivalents                    | \$ -                  | \$ 4,014,019          | \$ 4,014,019          |
| Government securities                        | -                     | 46,043,729            | 46,043,729            |
| Domestic securities                          | -                     | 181,603,120           | 181,603,120           |
| Foreign Securities                           | -                     | 37,679,184            | 37,679,184            |
| <b>Total common/collective trusts</b>        | -                     | 269,340,052           | 269,340,052           |
| <b>Mutual funds</b>                          |                       |                       |                       |
| Investment grade fixed income securities     | 43,569,014            | -                     | 43,569,014            |
| Non-investment grade fixed income securities | 52,517,923            | -                     | 52,517,923            |
| Foreign Securities                           | 38,296,191            | -                     | 38,296,191            |
| <b>Total mutual funds</b>                    | 134,383,128           | -                     | 134,383,128           |
| <b>Common stock</b>                          |                       |                       |                       |
| Domestic                                     | 41,735,575            | -                     | 41,735,575            |
| Foreign                                      | 1,871,047             | -                     | 1,871,047             |
| <b>Total common stock</b>                    | 43,606,622            | -                     | 43,606,622            |
| <b>103-12 investment entities</b>            |                       |                       |                       |
| Investment grade fixed income securities     | -                     | 47,227,008            | 47,227,008            |
| <b>Cash and cash equivalents</b>             | 6,293                 | -                     | 6,293                 |
| <b>Total</b>                                 | <u>\$ 177,996,043</u> | <u>\$ 316,567,060</u> | <u>\$ 494,563,103</u> |

The following table sets forth by level, within the fair value hierarchy, the Altivity Master Trust's assets at fair value as of December 31, 2008. There were no Level 2 or Level 3 investments as of December 31, 2008.

| <b><u>December 31, 2008</u></b> | <b><u>Level 1</u></b> | <b><u>Total</u></b> |
|---------------------------------|-----------------------|---------------------|
| Short-term investment fund      | <u>\$ 7,923,292</u>   | <u>\$ 7,923,292</u> |

## ***Notes to Financial Statements (Continued)***

### **E. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS**

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service the employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based upon the participant's years of service multiplied by the participant's benefit level, as defined by the Plan, on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. It is at least reasonably possible that the actuarial assumptions used to calculate accumulated plan benefits will change in the near term and that the effect of such change could be significant.

The significant actuarial assumptions used in the most recent valuation dated December 31, 2008 were:

|                                  |                                                                            |
|----------------------------------|----------------------------------------------------------------------------|
| Discount rate:                   | 8.25% per year                                                             |
| Mortality basis - healthy lives: | RP - 2000 2009 PPA Annuitant and Non-annuitant<br>Mortality (sex distinct) |
| Normal retirement age:           | Age 65                                                                     |

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The mortality tables used to determine the plan funding contributions were changed to those prescribed by the Pension Protection Act of 2006. The discount rate was changed to 8.25% from 8.0% in the prior year valuation. The effect of these changes was to decrease the actuarial present value of accumulated plan benefits by \$75,724.

### **F. PLAN TERMINATION**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event the Plan terminates, the net assets of the plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

## ***Notes to Financial Statements (Continued)***

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC"), a U.S. governmental agency, up to the applicable limitations discussed below.
3. All other vested benefits (vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits of the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and on the level of benefits guaranteed by the PBGC.

### ***G. INCOME TAX STATUS***

The Plan has not received an Internal Revenue Service determination letter. The Plan was amended and restated as of January 1, 2009 and the Company has applied for a determination letter on the restated Plan. However, the plan administrator, the Plan actuary and the Plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, no provision for income taxes has been recorded in the Plan's financial statements.

### ***H. PARTY-IN-INTEREST TRANSACTIONS***

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2009 and 2008, the Plan incurred and accrued trustee fees of \$11,371 and \$52,789, actuary fees of \$511,700 and \$497,889, investment management fees of \$41,576 and \$0 and miscellaneous fees of \$3,486 and \$27,901, respectively.

***SUPPLEMENTAL SCHEDULE***

**Altivity Packaging Pension Plan For Hourly Employees**

Form 5500, Schedule H, Part IV, Line 4j  
 Plan Sponsor's EIN: 84-0772929  
 Plan Number: 096

**Schedule of Reportable Transactions  
 For the Year Ended December 31, 2009**

| (a)<br>Identity<br>of party<br>involved                   | (b)<br>Description<br>of asset | (c)<br>Purchase<br>price | (d)<br>Selling<br>price | (e)<br>Lease<br>rental | (f)<br>Expense<br>incurred<br>w/transaction | (g)<br>Cost<br>of asset | (h)<br>Current<br>value of asset<br>on transaction<br>date | (i)<br>Net<br>gain<br>or (loss) |
|-----------------------------------------------------------|--------------------------------|--------------------------|-------------------------|------------------------|---------------------------------------------|-------------------------|------------------------------------------------------------|---------------------------------|
| <b>Single transactions exceeding 5% of plan assets</b>    |                                |                          |                         |                        |                                             |                         |                                                            |                                 |
| EB Temporary Investment Fund II                           | Short-term investment fund     | \$ -                     | \$ 2,850,000            | \$ -                   | \$ -                                        | \$ 2,850,000            | \$ 2,850,000                                               | \$ -                            |
| EB Temporary Investment Fund II                           | Short-term investment fund     | -                        | 5,654,200               | -                      | -                                           | 5,654,200               | 5,654,200                                                  | -                               |
| <b>Series of transactions exceeding 5% of plan assets</b> |                                |                          |                         |                        |                                             |                         |                                                            |                                 |
| EB Temporary Investment Fund II                           | Short-term investment fund     | -                        | 8,929,946               | -                      | -                                           | 8,929,946               | 8,929,946                                                  | -                               |

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES****EIN: 84-0772929; PN: 096****Schedule SB, line 22 –****Description of Weighted Average Retirement Age**

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| <u>Age</u> | <u>Rate of Retirement</u> | <u>Number of Lives</u> | <u>Number retiring</u> | <u>Weighted average</u> |
|------------|---------------------------|------------------------|------------------------|-------------------------|
|            |                           | 1.0000                 |                        |                         |
| 55         | 10%                       | 0.9000                 | 0.1000                 | <b>5.5000</b>           |
| 56         | 3%                        | 0.8730                 | 0.0270                 | <b>1.5120</b>           |
| 57         | 3%                        | 0.8468                 | 0.0262                 | <b>1.4928</b>           |
| 58         | 3%                        | 0.8214                 | 0.0254                 | <b>1.4734</b>           |
| 59         | 3%                        | 0.7968                 | 0.0246                 | <b>1.4539</b>           |
| 60         | 10%                       | 0.7171                 | 0.0797                 | <b>4.7806</b>           |
| 61         | 10%                       | 0.6454                 | 0.0717                 | <b>4.3742</b>           |
| 62         | 20%                       | 0.5163                 | 0.1291                 | <b>8.0027</b>           |
| 63         | 20%                       | 0.4130                 | 0.1033                 | <b>6.5054</b>           |
| 64         | 20%                       | 0.3304                 | 0.0826                 | <b>5.2869</b>           |
| 65         | 100%                      | 0.2643                 | 0.3304                 | <b>21.4782</b>          |
|            |                           |                        | 1.0000                 | <b>61.8602</b>          |

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES**  
**EIN: 84-0772929; PN: 096**  
**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

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Funding Discount Rate Method: Full Yield Curve applicable two months prior to the valuation date (Curve published in November based on October rates)

Effective Interest rate: 8.02%

Mortality: RP-2000 2009 PPA Annuitant and Non-annuitant Mortality (sex distinct)

Separation and Retirement: Representative values of the assumed annual rates of withdrawal, early retirement, normal retirement, and disability are as follows:

| <b>Annual Rate</b> |                          |                           |                          |
|--------------------|--------------------------|---------------------------|--------------------------|
| <b><u>Age</u></b>  | <b><u>Withdrawal</u></b> | <b><u>Retirement*</u></b> | <b><u>Disability</u></b> |
| 25                 | 24.9242%                 | -                         | .06%                     |
| 30                 | 23.1966                  | -                         | .06                      |
| 35                 | 20.7669                  | -                         | .07                      |
| 40                 | 17.6871                  | -                         | .11                      |
| 45                 | 13.9635                  | -                         | .22                      |
| 50                 | 9.6712                   | -                         | .46                      |
| 55                 | 4.9572                   | 10%                       | 1.02                     |
| 56                 | 4.0747                   | 3                         | 1.13                     |
| 57                 | 3.2483                   | 3                         | 1.25                     |
| 58                 | 2.4918                   | 3                         | 1.37                     |
| 59                 | 1.8172                   | 3                         | 1.49                     |
| 60                 | 1.2348                   | 10                        | 3.20                     |
| 61                 | .7539                    | 10                        | 3.55                     |
| 62                 | .3831                    | 20                        | 4.00                     |
| 63                 | .1295                    | 20                        | 4.50                     |
| 64                 | -                        | 20                        | 4.10                     |
| 65                 | -                        | 100                       | 1.95                     |

\*The weighted average retirement age is 62.

Termination with Vested Rights: Participants were assumed to commence at age 65.

Form of Payment: All participants are assumed to elect the normal form of payment. The value of optional forms of payment on actuarial valuation assumptions was determined to be immaterial.

Future Expenses: Expected expenses of \$650,000 were added to Target Normal Cost.

Loading or Contingency Reserves: None.

Valuation Method: Traditional unit credit cost method for minimum funding; Projected unit credit cost method for maximum funding.

Asset Valuation Method: The Valuation Assets are determined using a method that spreads asset gains/(losses) over 2 years. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Valuation Assets.

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES**  
**EIN: 84-0772929; PN: 096**  
**Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**

---

The expected return on plan assets is 8.25% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2008 measurement period: 6.43%

2007 measurement period: 6.09%

Spouses' Assumption: 90% of participants are assumed to be married (85% for Schaumburg). Husbands are assumed to be 4 years older than their wives.

Miscellaneous: No allowance has been made for certain additional liabilities that may arise if some or all of the units of the employer are closed down. The actuarial assumptions anticipate a modest rate of future inflation. The valuation was based on participants of the Plan as of the valuation date and did not take future participants into account. No provision has been made for contingent liabilities with respect to non-vested terminated participants who may be re-employed.

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***Summary of Changes from the January 1, 2008 Valuation***

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- The interest rate used to determine the plans funding target was changed to the November 2008 PPA full yield curve from the January 2008 PPA full yield curve.
- The mortality rates used to determine the plan funding contributions were changed to the RP-2000 2009 PPA Annuitant and Non-Annuitant Mortality Tables from the RP-2000 2008 PPA Annuitant and Non-Annuitant Mortality Tables.
- The expected expenses of \$650,000 were added to Target Normal Cost. No expected expenses were assumed in the prior valuation.
- The asset valuation method was changed to a two-year annual averaging method from market value with contributions receivable.

# ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES

EIN: 84-0772929; PN: 096

## Schedule SB, Part V – Summary of Plan Provisions

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The Altivity Packaging Pension Plan for Hourly Employees was originally effective July 1, 2006 but amended and restated effective January 1, 2009. The following summary describes the key plan provisions as interpreted for the valuation.

### *Participation in Plan*

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Each Covered Employee (as shown in Attachment A) as of the Effective Date who was a participant in the Smurfit Plan as of immediately before the Effective Date shall become a Participant on the Effective Date. Except as otherwise provided in Attachment A, each other Covered Employee shall become a Participant on the first day of the month coincidence with or next following the one-year anniversary of his or her date of hire (or rehire, if applicable). No nonunion employee shall become a participant after December 31, 2007.

### *Definitions*

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|                       |                                                                                                                                                                                                                                                                                                                                                              |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Benefit Service       | Except as otherwise provided in Attachment B, Benefit Service means the number of years and fractions thereof between the later of the Effective Date and an Employee's date of hire (or rehire date, if applicable) to the date he or she terminates employment.                                                                                            |
| Prior Benefit Service | For a Covered Employee as of the Effective Date, Prior Benefit Service means the "Benefit Service" recognized under the Smurfit Plan immediately before the Effective Date.                                                                                                                                                                                  |
| Vesting Service       | Except as otherwise provided in Attachment B, Vesting Service means the number of years and fractions thereof between an Employee's date of hire (or rehire date, if applicable) and the date he or she terminates employment. Vesting Service includes the "Vesting Service" recognized under the Smurfit Plan as of immediately before the Effective Date. |

### *Benefits*

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|                                   |                                                                                                                                                                                                                                                                                                                                                        |
|-----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Accrued Benefit</b>            | Except as provided in Attachment D-3, a Participant's Accrued Benefit is a monthly benefit equal to (a) the dollar amount exhibited in Attachment D-1 multiplied by Benefit Service and (b) the dollar amount exhibited in Attachment D-2 multiplied by Prior Benefit Service. Benefits for nonunion participants were frozen as of December 31, 2007. |
| <b>Normal Retirement Benefit</b>  |                                                                                                                                                                                                                                                                                                                                                        |
| Condition for Benefit             | Normal Retirement Date – first day of the month coincident with or following his or her age 65, except as provided in Attachment C.                                                                                                                                                                                                                    |
| Amount of Benefit                 | Accrued Benefit.                                                                                                                                                                                                                                                                                                                                       |
| <b>Delayed Retirement Benefit</b> |                                                                                                                                                                                                                                                                                                                                                        |
| Condition for Benefit             | Delayed Retirement Date – after Normal Retirement Date, first day of the month following his or her last day of employment as an Employee.                                                                                                                                                                                                             |
| Amount of Benefit                 | Accrued Benefit based on his or her Benefit Service at the Delayed Retirement Date, if Suspension of Benefits Notice provided.                                                                                                                                                                                                                         |

# ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES

EIN: 84-0772929; PN: 096

## Schedule SB, Part V – Summary of Plan Provisions

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### Early Retirement Benefit

Condition for Benefit Early Retirement Date – first day of the month after both attaining age 55 and completion of ten (10) years of Vesting Service, except as provided in Attachment E.

Amount of Benefit Accrued Benefit reduced by 5% for each month the Early Retirement Date precedes the Normal Retirement Date, except as provided in Attachment E.

### Vested Termination Benefit

Condition for Benefit Five (5) years of Vesting Service.

Amount of Benefit Accrued Benefit deferred to age 65. Except as provided in Attachment G, if the Participant meets the Early Retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 55. Except as provided in Attachment G, benefits are reduced by 0.5% for each month the Early Retirement Date precedes the Normal Retirement Date.

### Disability Retirement Benefit

Condition for Benefit A Participant who has both (a) become disabled during the period he or she is an active Employee and (b) completed 10 years of Vesting Service, except as set forth in Attachment F.

Amount of Benefit Accrued Benefit as of he or she terminates employment, except as otherwise provided in Attachment F.

### Spouse's Benefit

Condition for Benefit Death prior to retirement after becoming eligible for vested deferred allowance.

Amount of Benefit The Accrued Benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected the Contingent Annuitant Option. The benefit is payable in the form of a life annuity to the spouse commencing on the Participant's earliest retirement date.

### Maximum Benefit

The maximum allowance attributable to Company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.

### Normal Form of Benefit

If the participant is married at the time of his retirement, the normal form of benefit is a reduced 50% joint and survivor benefit with the Participant's spouse as beneficiary. If the Participant is not married, the normal form of benefit is a straight life annuity.

### Optional Benefits in Lieu of Regular Benefits

Prior to his retirement, a Participant may elect to have his or her benefit adjusted to provide a reduced amount payable for his or her life with a provision that 100%, 75%, or 50% of such reduced benefit will be continued after his or her death during the life of a contingent annuitant, or provide a reduced amount with a 10-year certain period, except as provided in Attachment H.

### Optional Form Conversion Factors

See Attachment I.

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES**

**EIN: 84-0772929; PN: 096**

**Schedule SB, Part V – Summary of Plan Provisions**

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***Contributions***

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All contributions to support the Plan are made by the Company.

***Summary of plan changes from the January 1, 2008 Valuation***

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None.

## Attachment A: Eligibility

The following groups of Employees are Covered Employees as of the Effective Date:

| St | City                      | Facility                        | Employees                                                            |
|----|---------------------------|---------------------------------|----------------------------------------------------------------------|
| CA | Irvine Ranch              | Carton                          | Hourly Employees represented by GCC/IBT <sup>1</sup> Local 388M      |
|    | Santa Clara               | Mill                            | Hourly Employees represented by GCC/IBT Local 388M                   |
|    |                           | Carton                          | Hourly Employees represented by GCC/IBT Local 388M                   |
| FL | Cantonment                | Plant                           | Hourly Employees represented by USW <sup>2</sup> Local 3-0547 Unit-1 |
|    |                           | Technical Center                | Nonunion hourly Employees                                            |
|    |                           | Graphics Center                 | Hourly Employees represented by USW Local 3-0547 Unit-2              |
|    | Jacksonville              | Austill or D-Graphics Packaging | Nonunion hourly Employees                                            |
|    |                           |                                 | Hourly Employees represented by IBT <sup>3</sup> Local 512           |
| GA | Atlanta                   | Carton                          | Hourly Employees represented by GCC/IBT Local 527                    |
|    | Eastman                   | Multiwall Bag                   | Nonunion hourly Employees                                            |
| IA | Des Moines                | Plant                           | Nonunion hourly Employees                                            |
| IL | Carol Stream              | Carton                          | Hourly Employees represented by the IBT                              |
|    |                           |                                 | Hourly Employees represented by GCC/IBT Local 415-S                  |
|    | Elk Grove                 | Lamination                      | Hourly Employees represented by the IAM <sup>4</sup> Local 8         |
|    |                           |                                 | Hourly Employees represented by USW Local 6-1210                     |
|    | St. Charles               | Label<br>Consumer Packaging     | Hourly Employees                                                     |
|    |                           |                                 | Hourly Employees represented by GCC/IBT Local 458-M                  |
|    | Schaumburg                | Laminating and Coating          | Nonunion hourly Employees                                            |
|    |                           |                                 |                                                                      |
| IN | Quincy                    | Bag                             | Nonunion hourly Employees                                            |
|    | Fort Wayne                | Carton                          | Hourly Employees represented by IBT Local 414                        |
|    |                           |                                 | Hourly Employees represented by GCC/IBT Local 17-M                   |
|    | Fowler                    | Bag                             | Nonunion hourly Employees                                            |
|    | Portage                   | Per Pak                         | Nonunion hourly Employees                                            |
|    | Wabash                    | Mill                            | Hourly Employees represented by USW Local 6-285                      |
|    |                           | Nonunion hourly Employees       |                                                                      |
| KY | Louisville                | Bag                             | Hourly Employees represented by IBT Local 89                         |
| LA | Arcadia                   | Bag                             | Hourly Employees represented by USW Local 1505                       |
|    | Hodge                     | Flexible Packaging              | Hourly Employees represented by USW Local 1505                       |
| MO | Kansas City               | Bag                             | Hourly Employees represented by USW Local 05-0765                    |
|    |                           | Carton                          | Hourly Employees represented by IAM District 778                     |
|    |                           |                                 | Hourly Employees (Finishers only) represented by GCC/IBT Local 16-C  |
|    | Pacific                   | Carton                          | Hourly Employees represented by GCC/IBT Local 6-505M                 |
| NC | Greensboro                | Carton                          | Hourly Employees represented by GCC/IBT Local 465-S                  |
|    |                           | Label                           | Nonunion hourly Employees                                            |
| NJ | Piscataway and Plainfield | Folding Carton                  | Nonunion hourly Employees                                            |
| OH | Middletown                | Carton                          | Hourly Employees represented by GCC/IBT Local 508                    |
|    |                           |                                 | Hourly Employees represented by USW Local 1973                       |
|    | Norwood                   | Consumer Packaging              | Hourly Employees represented by USW Local 984                        |
|    | Solon                     | Folding Carton                  | Hourly Employees represented by USW Local 5-1250                     |
| PA | Philadelphia              | Mill                            | Hourly Employees represented by USW Local 2-68                       |
|    |                           |                                 | Hourly Employees represented by IUOE <sup>5</sup> Local 835          |
|    |                           |                                 | Hourly Employees represented by NCFO <sup>6</sup> Local 473          |
|    | Valley Forge              | Carton                          | Hourly Employees represented by USW Local 807                        |
|    |                           |                                 | Hourly Employees represented by NCFO Local 473                       |
|    |                           | Nonunion hourly Employees       |                                                                      |
| UT | Salt Lake City            | Bag                             | Hourly Employees represented by GCC/IBT Local 541-S                  |
|    |                           | Machine Shop                    | Nonunion hourly Employees                                            |
| WA | Renton                    | Carton                          | Hourly Employees represented by GCC/IBT Local 747M                   |
| WI | Milwaukee                 | Flexible Packaging              | Nonunion hourly Employees                                            |
| WV | Wellsburg                 | Bag                             | Hourly Employees represented by USW Local 12315                      |

- <sup>1</sup> Graphic Communications Conference of the International Brotherhood of Teamsters
- <sup>2</sup> United Steel Paper and Forestry, Rubber, Manufacturing, Energy, Allied Industrial and Service Workers International Union
- <sup>3</sup> International Brotherhood of Teamsters
- <sup>4</sup> International Association of Machinists and Aerospace Workers
- <sup>5</sup> International Union of Operating Engineers
- <sup>6</sup> National Conference of Firemen & Oilers of the Service Employees International Union

A Covered Employee who is in one of the following groups shall become a Participant on the first day of the month coincident with or next following age 21 and the one-year anniversary of his or her date of hire:

| St | City           | Facility           | Covered Employees         |
|----|----------------|--------------------|---------------------------|
| FL | Cantonment     | Plant              | USW Local 3-0547 Unit-1   |
|    |                | Technical Center   | Nonunion hourly Employees |
| LA | Arcadia        | Bag                | USW Local 1505            |
|    | Hodge          | Flexible Packaging | USW Local 1505            |
| UT | Salt Lake City | Bag                | GCC/IBT Local 541-S       |

No nonunion employee shall become a Participant after December 31, 2007.

## Attachment B: Service Credit

For the following groups of Covered Employees, Benefit Service will also be granted for the following periods of time: (1) Up to two years for any period of absence resulting from occupational injuries incurred while employed by a Participating Employer; and (2) Up to the period of absence for which weekly disability benefits are paid (usually 26 weeks) under a state or Company sponsored plan for non-occupational illness or injury.

| St | City                      | Facility                        | Covered Employees                                                                    |
|----|---------------------------|---------------------------------|--------------------------------------------------------------------------------------|
| CA | Irvine Ranch              | Carton                          | GCC/IBT Local 388M                                                                   |
|    | Santa Clara               | Mill                            | GCC/IBT Local 388M                                                                   |
|    |                           | Carton                          | GCC/IBT Local 388M                                                                   |
| FL | Cantonment                | Graphics Center                 | USW 3-0547 Unit-2 with a Smurfit Plan hire date on or after January 1, 2003          |
|    | Jacksonville              | Austill or D-Graphics Packaging | Nonunion hourly Employees with a Smurfit Plan hire date on or after July 1, 2003     |
| GA | Atlanta                   | Carton                          | GCC/IBT Local 527-S                                                                  |
|    | Eastman                   | Multiwall Bag                   | Nonunion hourly Employees with a Smurfit Plan hire date on or after August 1, 2001   |
| IA | Des Moines                | Plant                           | Nonunion hourly Employees with a Smurfit Plan hire date on or after January 1, 2004  |
|    |                           |                                 | IBT with a Smurfit Plan hire date on or after January 1, 2004                        |
| IL | Carol Stream              | Carton                          | GCC/IBT Local 415-S                                                                  |
|    |                           |                                 | IAM Local 8                                                                          |
|    | Elk Grove                 | Lamination                      | USW Local 6-1210 with a Smurfit Plan hire date on or after June 12, 2004             |
|    | St. Charles               | Label                           | Hourly Employees with a Smurfit Plan hire date on or after January 1, 2006           |
|    | Quincy                    | Bag                             | Nonunion hourly Employees with a Smurfit Plan hire date on or after May 1, 2003      |
| IN | Fort Wayne                | Carton                          | IBT Local 414                                                                        |
|    |                           |                                 | GCC/IBT Local 17-M                                                                   |
|    | Fowler                    | Bag                             | Nonunion hourly Employees with a Smurfit Plan hire date on or after January 1, 2003  |
|    | Portage                   | Per Pak                         | Non union hourly Employees with a Smurfit Plan hire date on or after January 1, 2003 |
|    | Wabash                    | Mill                            | USW Local 6-285                                                                      |
|    |                           |                                 | Nonunion hourly Employees                                                            |
| KY | Louisville                | Bag                             | IBT Local 89 with a Smurfit Plan hire date on or after October 10, 2005              |
| MO | Kansas City               | Bag                             | USW Local 05-0765 with a Smurfit Plan hire date on or after January 1, 2006          |
|    |                           | Carton                          | IAM District 778 with a Smurfit Plan hire date on or after January 1, 2003           |
| NC | Greensboro                | Carton                          | GCC/IBT Local 465-S                                                                  |
|    |                           | Label                           | Nonunion hourly Employees with a Smurfit Plan hire date on or after July 1, 2003     |
| NJ | Piscataway and Plainfield | Folding Carton                  | Nonunion hourly Employees with a Smurfit Plan hire date on or after June 1, 2003     |
| OH | Solon                     | Folding Carton                  | USW Local 5-1250                                                                     |
| PA | Philadelphia              | Mill                            | USW Local 2-68                                                                       |
|    |                           |                                 | IUOE Local 835                                                                       |
|    |                           |                                 | NCFO Local 473                                                                       |
|    | Valley Forge              | Carton                          | USW Local 807                                                                        |
|    |                           |                                 | NCFO Local 473                                                                       |
|    |                           |                                 | Nonunion hourly Employees                                                            |
|    |                           |                                 |                                                                                      |
| UT | Salt Lake City            | Machine Shop                    | Nonunion hourly Employees with a Smurfit Plan hire date on or after January 1, 2003  |
| WA | Renton                    | Carton                          | GCC/IBT Local 747M                                                                   |
| WI | Milwaukee                 | Flexible Packaging              | Nonunion hourly Employees with a Smurfit Plan hire date on or after July 1, 2003     |
| WV | Wellsburg                 | Bag                             | USW Local 12315 with a Smurfit Plan hire date on or after May 15, 2004               |

Participants in the following groups shall be granted a full month of Benefit Service and Vesting Service for each month in which the Participant receives compensation from the Company and a full month of Prior Benefit Service and Vesting Service for each month in which the Participant receives compensation while participating under the Smurfit Plan:

| St | City         | Facility | Covered Employees                                                              |
|----|--------------|----------|--------------------------------------------------------------------------------|
| CA | Irvine       | Carton   | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
|    | Santa Clara  | Carton   | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
|    |              | Mill     | GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005          |
| GA | Atlanta      | Carton   | GCC/IBT Local 527-S                                                            |
| IL | Carol Stream | Carton   | GCC/IBT Local 415-S with a Smurfit Plan hire date before February 15, 2007     |
|    |              |          | IAM Local 8 with a Smurfit Plan hire date before January 1, 2006               |
| IN | Fort Wayne   | Carton   | IBT Local 414                                                                  |
|    |              |          | GCC/IBT Local 17-M                                                             |
|    | Wabash       | Mill     | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004           |
|    |              |          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| NC | Greensboro   | Carton   | IBT Local 465-S and nonunion hourly Employees                                  |
| OH | Solon        | Carton   | USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004          |
| PA | Philadelphia | Mill     | IUOE Local 835 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004            |

| St | City         | Facility | Covered Employees                                                              |
|----|--------------|----------|--------------------------------------------------------------------------------|
|    | Valley Forge | Carton   | IUOE Local 835 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| WA | Renton       | Carton   | GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005          |

Participants in the following groups shall be granted service as follows:

- (a) For Participants as of the Effective Date who previously transferred from the North Wales facility to the Valley Forge facility, Vesting Service shall include the individual's service at the North Wales facility to the extent recognized under the Smurfit Plan;
- (b) For Participants as of the Effective Date who were employed at the Piscataway facility at the time of its acquisition by a company participating in the Smurfit Plan, Vesting Service shall include the individual's pre-acquisition service at the Piscataway facility to the extent recognized under the Smurfit Plan; and
- (c) For Participants as of the Effective Date who were employed at the Eastman facility at the time of its acquisition by a company participating in the Smurfit Plan, Vesting Service shall include the individual's pre-acquisition service at the Eastman facility to the extent recognized under the Smurfit Plan.

Participants who are Covered Employees in the Schaumburg, IL plant and Participants who are Covered Employees in the Elk Grove, IL plant with a Smurfit Plan hire date before June 12, 2004 shall accrue one year of Benefit Service for each year of Vesting Service in which he or she works 2,000 or more hours. Benefit Service shall be reduced by 5% for each 100 hours less than 2,000 hours. No Benefit Service shall be granted for any year a Participant works less than 1,000 hours, except for the year of the Participant's initial employment (or return to employment) and the year of the Participant's retirement (or other termination of employment). Benefits under the Plan shall not be accrued during employment that would have excluded an Employee from participation in the Plan. If a Participant ceases to be a Covered Employee, but remains in the employ of an Employer, he or she shall receive no Benefit Service until the Participant is again a Covered Employee.

No Benefit Service shall be granted after December 31, 2007 to a participant who is a nonunion employee.

## Attachment C: Normal Retirement

### *Normal Retirement Age*

For the following groups of Covered Employees, a Participant's Normal Retirement Age shall be the later of (a) his or her 65<sup>th</sup> birthday or (b) the 5<sup>th</sup> anniversary of participation in this Plan (or participation in the Smurfit Plan, for Participants as of the Effective Date):

| St | City           | Facility           | Covered Employees                                                              |
|----|----------------|--------------------|--------------------------------------------------------------------------------|
| FL | Cantonment     | Graphics Center    | USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003   |
| IA | Des Moines     | Plant              | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
|    |                |                    | IBT with a Smurfit Plan hire date on or after January 1, 2004                  |
| IL | Quincy         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| IN | Fowler         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag                | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005             |
| LA | Hodge          | Flexible Packaging | USW Local 1505                                                                 |
| MO | Kansas City    | Bag                | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |
| UT | Salt Lake City | Bag                | GCC/IBT Local 541-S                                                            |
|    |                | Machine Shop       | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |

## Attachment D-1: Benefit Levels

The Benefit Levels attributable to Benefit Service for the following groups of Covered Employees are as follows:

| St | City         | Facility                        | Covered Employees                                                                           | Terminations on or after | Benefit Level |
|----|--------------|---------------------------------|---------------------------------------------------------------------------------------------|--------------------------|---------------|
| CA | Irvine Ranch | Carton                          | GCC/IBT Local 388M                                                                          | Effective Date           | \$33.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$34.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$35.00       |
|    |              |                                 |                                                                                             | January 1, 2009          | \$36.00       |
|    | Santa Clara  | Mill                            | GCC/IBT Local 388M                                                                          | Effective Date           | \$33.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$34.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$35.00       |
|    |              |                                 |                                                                                             | January 1, 2009          | \$36.00       |
|    |              | Carton                          | GCC/IBT Local 388M                                                                          | Effective Date           | \$33.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$34.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$35.00       |
|    |              |                                 |                                                                                             | January 1, 2009          | \$36.00       |
| FL | Cantonment   | Plant                           | USW Local 3-0547 Unit-1                                                                     | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | September 1, 2006        | \$23.00       |
|    |              |                                 |                                                                                             | September 1, 2007        | \$24.00       |
|    |              | Technical Center                | Nonunion hourly Employees                                                                   | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | September 1, 2006        | \$23.00       |
|    |              |                                 |                                                                                             | September 1, 2007        | \$24.00       |
|    |              | Graphics Center                 | USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003                | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$23.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$24.00       |
|    |              |                                 | USW Local 3-0547 Unit-2 Employees with a Smurfit Plan hire date on or after January 1, 2003 | January 1, 2009          | \$25.00       |
|    |              |                                 |                                                                                             | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$23.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$24.00       |
|    |              |                                 |                                                                                             | January 1, 2009          | \$25.00       |
|    | Jacksonville | Austill or D-Graphics Packaging | Nonunion hourly Employees                                                                   | Effective Date           | \$21.50       |
|    |              |                                 | IBT Local 512                                                                               | Effective Date           | \$21.50       |
| GA | Atlanta      | Carton                          | GCC/IBT Local 527                                                                           | Effective Date           | \$28.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$28.50       |
|    | Eastman      | Multiwall Bag                   | Nonunion hourly Employees                                                                   | Effective Date           | \$23.00       |
| IA | Des Moines   | Plant                           | Nonunion hourly Employees                                                                   | Effective Date           | \$20.00       |
|    |              |                                 | IBT                                                                                         | Effective Date           | \$20.00       |
|    |              |                                 |                                                                                             | Effective Date           | \$20.00       |
| IL | Carol Stream | Carton                          | GCC/IBT Local 415-S                                                                         | Effective Date           | \$26.00       |
|    |              |                                 |                                                                                             | June 1, 2007             | \$26.50       |
|    |              |                                 | IAM Local 8                                                                                 | Effective Date           | \$25.50       |
|    | Elk Grove    | Lamination                      | USW Local 6-1210                                                                            | Effective Date           | \$25.50       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$26.50       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$27.00       |
|    | St. Charles  | Consumer Packaging              | GCC/IBT Local 458-M                                                                         | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | July 1, 2007             | \$23.00       |
|    | Quincy       | Bag                             | Nonunion hourly Employees                                                                   | Effective Date           | \$22.00       |
|    |              |                                 |                                                                                             | Effective Date           | \$24.50       |
|    |              |                                 |                                                                                             | May 1, 2007              | \$25.00       |
| IN | Fort Wayne   | Carton                          | IBT Local 414                                                                               | Effective Date           | \$25.00       |
|    |              |                                 |                                                                                             | May 1, 2007              | \$25.75       |
|    |              |                                 | GCC/IBT Local 19M                                                                           | Effective Date           | \$25.00       |
|    | Fowler       | Bag                             | Nonunion hourly Employees                                                                   | Effective Date           | \$23.00       |
|    | Portage      | Per Pak                         | Nonunion hourly Employees                                                                   | Effective Date           | \$18.00       |
|    | Wabash       | Mill                            | USW Local 6285                                                                              | Effective Date           | \$32.00       |
|    |              |                                 | Nonunion hourly employees                                                                   | Effective Date           | \$32.00       |
|    | Louisville   | Bag                             | IBT Local 89                                                                                | Effective Date           | \$26.50       |
|    |              |                                 |                                                                                             | October 10, 2006         | \$27.00       |
|    |              |                                 |                                                                                             | October 10, 2007         | \$27.50       |
|    |              |                                 |                                                                                             | October 10, 2008         | \$28.00       |
| LA | Arcadia      | Bag                             | USW Local 1505                                                                              | Effective Date           | \$20.00       |
|    |              |                                 |                                                                                             | January 1, 2007          | \$21.00       |
|    |              |                                 |                                                                                             | January 1, 2008          | \$22.00       |
|    |              |                                 |                                                                                             | January 1, 2009          | \$23.00       |
|    | Hodge        | Flexible Packaging              | USW Local 1505                                                                              | Effective Date           | \$21.00       |
|    |              |                                 |                                                                                             | October 1, 2006          | \$22.00       |

| St | City                      | Facility           | Covered Employees            | Terminations<br>on or after | Benefit<br>Level |
|----|---------------------------|--------------------|------------------------------|-----------------------------|------------------|
| MO | Kansas City               | Bag                | USW Local 05-0765            | Effective Date              | \$26.00          |
|    |                           |                    |                              | November 1, 2006            | \$26.50          |
|    |                           |                    |                              | November 1, 2007            | \$27.00          |
|    |                           | Carton             | IAM District 778             | Effective Date              | \$26.00          |
|    |                           |                    |                              | January 1, 2007             | \$27.00          |
|    |                           |                    |                              | January 1, 2008             | \$28.00          |
|    | Pacific                   | Carton             | GCC/IBT Local 16-C Finishers | Effective Date              | \$22.00          |
|    |                           |                    | GCC/IBT Local 6-505M         | Effective Date              | \$29.00          |
|    |                           |                    |                              | August 1, 2006              | \$29.50          |
|    |                           |                    |                              | August 1, 2007              | \$30.00          |
| NC | Greensboro                | Carton             | GCC/IBT Local 465-S          | Effective Date              | \$26.50          |
|    |                           |                    |                              | January 1, 2007             | \$27.00          |
|    |                           |                    |                              | January 1, 2008             | \$27.50          |
|    |                           |                    |                              | January 1, 2009             | \$28.00          |
|    |                           | Label              | Nonunion hourly Employees    | Effective Date              | \$26.50          |
|    |                           |                    |                              | January 1, 2007             | \$27.00          |
|    |                           |                    |                              | January 1, 2008             | \$27.50          |
|    |                           |                    |                              | January 1, 2009             | \$28.00          |
| NJ | Piscataway and Plainfield | Folding Carton     | Nonunion hourly Employees    | Effective Date              | \$26.50          |
| OH | Middletown                | Carton             | GCC/IBT Local 508            | Effective Date              | \$28.00          |
|    |                           |                    |                              | September 1, 2006           | \$29.00          |
|    |                           |                    |                              | September 1, 2007           | \$30.00          |
|    |                           |                    |                              | September 1, 2008           | \$31.00          |
|    |                           |                    |                              | September 1, 2009           | \$32.00          |
|    |                           |                    | USW Local 1973               | Effective Date              | \$30.50          |
|    |                           |                    |                              | June 1, 2007                | \$32.50          |
|    | Norwood                   | Consumer Packaging | USW Local 98                 | Effective Date              | \$30.00          |
|    |                           |                    |                              | April 1, 2007               | \$30.50          |
|    |                           |                    |                              | April 1, 2008               | \$31.00          |
|    | Solon                     | Folding Carton     | USW Local 5-1250             | Effective Date              | \$29.50          |
| PA | Philadelphia              | Mill               | USW Local 2-68               | Effective Date              | \$32.00          |
|    |                           |                    | IUOE Local 835               | Effective Date              | \$32.00          |
|    |                           |                    | NCFO Local 473               | Effective Date              | \$32.00          |
|    | Valley Forge              | Carton             | USWA Local 807               | Effective Date              | \$29.50          |
|    |                           |                    | NCFO Local 473               | Effective Date              | \$29.50          |
|    |                           |                    | Nonunion hourly Employees    | Effective Date              | \$29.50          |
| UT | Salt Lake City            | Bag                | GCC/IBT Local 541S           | Effective Date              | \$27.50          |
|    |                           |                    | Nonunion hourly Employees    | Effective Date              | \$27.50          |
|    |                           | Machine Shop       | Nonunion hourly Employees    | Effective Date              | \$26.50          |
| WA | Renton                    | Carton             | GCC/IBT Local 747M           | Effective Date              | \$33.00          |
|    |                           |                    |                              | January 1, 2007             | \$34.00          |
|    |                           |                    |                              | January 1, 2008             | \$35.00          |
|    |                           |                    |                              | January 1, 2009             | \$36.00          |
| WI | Milwaukee                 | Flexible Packaging | Nonunion hourly Employees    | Effective Date              | \$21.00          |
| WV | Wellsburg                 | Bag                | USW Local 12315              | Effective Date              | \$24.50          |

## Attachment D-2: Benefit Levels

The Benefit Levels attributable to Prior Benefit Service for the following groups of Covered Employees are as follows:

| St | City         | Facility                           | Covered Employees                                                                                  | Terminations<br>on or after | Benefit<br>Level |
|----|--------------|------------------------------------|----------------------------------------------------------------------------------------------------|-----------------------------|------------------|
| CA | Irvine Ranch | Carton                             | GCC/IBT Local 388M                                                                                 | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    |                                                                                                    | January 1, 2009             | \$3.00           |
|    | Santa Clara  | Mill                               | GCC/IBT Local 388M                                                                                 | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    |                                                                                                    | January 1, 2009             | \$3.00           |
|    |              | Carton                             | GCC/IBT Local 388M                                                                                 | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    |                                                                                                    | January 1, 2009             | \$3.00           |
| FL | Cantonment   | Plant                              | USW Local 3-0547 Unit -1                                                                           | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | September 1, 2006           | \$1.00           |
|    |              |                                    |                                                                                                    | September 1, 2007           | \$2.00           |
|    |              | Technical Center                   | Nonunion hourly Employees                                                                          | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | September 1, 2006           | \$1.00           |
|    |              |                                    |                                                                                                    | September 1, 2007           | \$2.00           |
|    |              | Graphics Center                    | USW Local 3-0547 Unit -2<br>with a Smurfit Plan hire date before<br>January 1, 2003                | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    | USW Local 3-0547 Unit -2 Employees<br>with a Smurfit Plan hire date on or after<br>January 1, 2003 | January 1, 2009             | \$3.00           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    |                                                                                                    | January 1, 2009             | \$3.00           |
|    | Jacksonville | Austill or D-Graphics<br>Packaging | Nonunion hourly Employees                                                                          | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
| GA | Atlanta      | Carton                             | GCC/IBT Local 527-S                                                                                | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$0.50           |
|    | Eastman      | Multiwall Bag                      | Nonunion hourly Employees                                                                          | Effective Date              | \$0.00           |
| IA | Des Moines   | Plant                              | Nonunion hourly Employees                                                                          | Effective Date              | \$0.75           |
|    |              |                                    | IBT                                                                                                | Effective Date              | \$0.75           |
| IL | Carol Stream | Carton                             | GCC/IBT Local 415-S                                                                                | June 1, 2006                | \$0.50           |
|    |              |                                    |                                                                                                    | June 1, 2007                | \$1.00           |
|    |              |                                    | IAM Local 8                                                                                        | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
|    | Elk Grove    | Lamination                         | USW Local 6-1210                                                                                   | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$1.50           |
|    | St. Charles  | Consumer Packaging                 | GCC/IBT Local 458-M                                                                                | Effective Date*             | \$1.00           |
|    |              |                                    |                                                                                                    | July 1, 2007*               | \$2.00           |
|    |              |                                    |                                                                                                    | Effective Date*             | \$1.00           |
|    | Quincy       | Bag                                | Hourly Employees                                                                                   | July 1, 2007*               | \$2.00           |
|    |              |                                    |                                                                                                    | May 1, 2006                 | \$0.50           |
|    |              |                                    |                                                                                                    | May 1, 2007                 | \$1.00           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
| IN | Fort Wayne   | Carton                             | IBT Local 414                                                                                      | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | May 1, 2007                 | \$0.75           |
|    |              |                                    | GCC/IBT Local 17-M                                                                                 | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
|    | Fowler       | Bag                                | Nonunion hourly Employees                                                                          | Effective Date              | \$0.00           |
|    | Portage      | Per Pak                            | Nonunion hourly Employees                                                                          | Effective Date              | \$0.00           |
|    | Wabash       | Mill                               | USW Local 6-285                                                                                    | Effective Date*             | \$1.00           |
|    |              |                                    | Nonunion hourly Employees                                                                          | Effective Date*             | \$1.00           |
| KY | Louisville   | Bag                                | IBT Local 89                                                                                       | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | October 10, 2006            | \$0.50           |
|    |              |                                    |                                                                                                    | October 10, 2007            | \$1.00           |
|    |              |                                    |                                                                                                    | October 10, 2008            | \$1.50           |
|    |              |                                    |                                                                                                    | Effective Date              | \$0.00           |
| LA | Arcadia      | Bag                                | USW Local 1505                                                                                     | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | January 1, 2007             | \$1.00           |
|    |              |                                    |                                                                                                    | January 1, 2008             | \$2.00           |
|    |              |                                    |                                                                                                    | January 1, 2009             | \$3.00           |
|    | Hodge        | Flexible Packaging                 | USW Local 1505                                                                                     | Effective Date              | \$0.00           |
|    |              |                                    |                                                                                                    | October 1, 2006             | \$1.00           |

| St | City                      | Facility           | Covered Employees                                    | Terminations<br>on or after | Benefit<br>Level |
|----|---------------------------|--------------------|------------------------------------------------------|-----------------------------|------------------|
| MO | Kansas City               | Bag                | USW Local 05-0765                                    | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | November 1, 2006            | \$0.50           |
|    |                           |                    |                                                      | November 1, 2007            | \$1.00           |
|    |                           | Carton             | IAM District 778                                     | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | January 1, 2007             | \$1.00           |
|    |                           |                    |                                                      | January 1, 2008             | \$2.00           |
|    | Pacific                   | Carton             | GCC/IBT Local 16-C Finishers<br>GCC/IBT Local 6-505M | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | August 1, 2006              | \$0.50           |
|    |                           |                    |                                                      | August 1, 2007              | \$1.00           |
| NC | Greensboro                | Carton             | GCC/IBT Local 465-S                                  | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | January 1, 2007             | \$0.50           |
|    |                           |                    |                                                      | January 1, 2008             | \$1.00           |
|    |                           |                    |                                                      | January 1, 2009             | \$1.50           |
|    |                           | Label              | Nonunion hourly Employees                            | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | January 1, 2007             | \$0.50           |
|    |                           |                    |                                                      | January 1, 2008             | \$1.00           |
|    |                           |                    |                                                      | January 1, 2009             | \$1.50           |
| NJ | Piscataway and Plainfield | Folding Carton     | Nonunion hourly Employees                            | Effective Date              | \$0.00           |
| OH | Middletown                | Carton             | GCC/IBT Local 508                                    | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | September 1, 2006           | \$1.00           |
|    |                           |                    |                                                      | September 1, 2007           | \$1.00           |
|    |                           |                    |                                                      | September 1, 2008           | \$1.00           |
|    |                           |                    |                                                      | September 1, 2009           | \$1.00           |
|    |                           |                    | USW Local 1973                                       | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | June 1, 2007                | \$2.00           |
|    | Norwood                   | Consumer Packaging | USW Local 98                                         | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | April 1, 2007               | \$0.50           |
|    |                           |                    |                                                      | April 1, 2008               | \$1.00           |
|    | Solon                     | Folding Carton     | USW Local 5-1250                                     | Effective Date              | \$0.00           |
| PA | Philadelphia              | Mill               | USW Local 2-68                                       | Effective Date*             | \$1.00           |
|    |                           |                    | IUOE Local 835                                       | Effective Date*             | \$1.00           |
|    |                           |                    | NCFO Local 473                                       | Effective Date*             | \$1.00           |
|    | Valley Forge              | Carton             | USW Local 807                                        | Effective Date              | \$0.00           |
|    |                           |                    | NCFO Local 473                                       | Effective Date              | \$0.00           |
|    |                           |                    | Nonunion hourly Employees                            | Effective Date              | \$0.00           |
| UT | Salt Lake City            | Bag                | GCC/IBT Local 541-S                                  | Effective Date              | \$0.00           |
|    |                           | Machine Shop       | Nonunion hourly Employees                            | Effective Date              | \$0.00           |
| WA | Renton                    | Carton             | GCC/IBT Local 747M                                   | Effective Date              | \$0.00           |
|    |                           |                    |                                                      | January 1, 2007             | \$1.00           |
|    |                           |                    |                                                      | January 1, 2008             | \$2.00           |
|    |                           |                    |                                                      | January 1, 2009             | \$3.00           |
| WI | Milwaukee                 | Flexible Packaging | Nonunion hourly Employees                            | Effective Date              | \$0.00           |
| WV | Wellsburg                 | Bag                | USW Local 12315                                      | Effective Date              | \$0.00           |

\* The Benefit Level for Participants who were eligible for early retirement as of June 30, 2006 under the Smurfit Plan shall be reduced by \$1.00 because the Smurfit Plan provided a \$1.00 increase as of the effective date (July 1, 2006) to the Participants eligible for early retirement at these facilities.

### **Attachment D-3: Benefit Levels**

#### *Special Rules for Schaumburg Participants*

The retirement benefit payable to a Participant who is a Covered Employee in the Schaumburg, IL plant and who retires on his or her Normal Retirement Date shall equal (1) the difference of (i) 42% of the Participant's Average Monthly Compensation, less (ii) 57% of the Primary Social Security Benefit of the Participant at the time of his or her Retirement, multiplied by (2) a fraction, the numerator of which is the Participant's Benefit Service (but in no case more than 35 reduced by the Participant's Prior Benefit Service) and the denominator of which is 35.

Average Monthly Compensation is the average of the 5 highest consecutive calendar year earnings in the last 10 calendar years

Primary Social Security Benefit means the monthly amount available to the Participant at age 65 or actual retirement, if later, under Title II of the Social Security Act in effect at termination of employment, without regard to any increase in the wage base or benefit levels that take effect after termination of employment.

No Compensation after December 31, 2007 shall be taken into account for any Covered Employee in the Schaumburg, IL plant.

## Attachment E: Early Retirement

### *Early Retirement Date*

For the following groups of Covered Employees, a Participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 15 years of Vesting Service:

| St | City           | Facility           | Covered Employees                                                              |
|----|----------------|--------------------|--------------------------------------------------------------------------------|
| IA | Des Moines     | Plant              | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| IL | Quincy         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| IN | Fowler         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag                | Teamsters Local 89 with a Smurfit Plan hire date before October 10, 2005       |
| LA | Hodge          | Flexible Packaging | USWA Local 1505                                                                |
| MO | Kansas City    | Bag                | USWA Local 05-0765 with a Smurfit Plan hire date before January 1, 2006        |
| UT | Salt Lake City | Bag                | GCIU Local 541S                                                                |
|    |                | Machine Shop       | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |

For the following groups of Covered Employees, a Participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 10 years of Vesting Service:

| St | City       | Facility         | Covered Employees                                                     |
|----|------------|------------------|-----------------------------------------------------------------------|
| FL | Cantonment | Plant            | USWA Local 547-1                                                      |
|    |            | Technical Center | Nonunion hourly Employees                                             |
|    |            | Graphics Center  | USWA Local 547-2 with a Smurfit Plan hire date before January 1, 2003 |

For the following groups of Covered Employees, a Participant may elect to retire early on the first day of any month after both attainment of age 55 and completion of 15 years of Benefit Service and Prior Benefit Service:

| St | City                      | Facility       | Covered Employees                                                              |
|----|---------------------------|----------------|--------------------------------------------------------------------------------|
| CA | Irvine Ranch              | Carton         | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
|    | Santa Clara               | Mill           | GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005          |
|    |                           | Carton         | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
| GA | Atlanta                   | Carton         | GCC/IBT Local 527-S                                                            |
| IL | Carol Stream              | Carton         | GCIU Local 415-S                                                               |
|    |                           |                | IAM Local 8 with a Smurfit Plan hire date before January 1, 2006               |
| IN | Fort Wayne                | Carton         | IBT Local 414                                                                  |
|    |                           |                | GCC/IBT Local 17-M                                                             |
|    | Wabash                    | Mill           | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004           |
|    |                           |                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| NC | Greensboro                | Carton         | GCC/IBT Local 465-S                                                            |
| OH | Solon                     | Folding Carton | USW Local 1250 with a Smurfit Plan hire date before January 1, 2004            |
| PA | Philadelphia Valley Forge | Mill           | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004            |
|    |                           | Carton         | USW Local 807 with a Smurfit Plan hire date before January 1, 2004             |
|    |                           |                | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            |
|    |                           |                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| WA | Renton                    | Carton         | GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005          |

For the following groups of Covered Employees, a Participant may elect to retire early on the first day of any month after attainment of age 55 with no service requirement:

| St | City        | Facility           | Covered Employees                                                                |
|----|-------------|--------------------|----------------------------------------------------------------------------------|
| IL | St. Charles | Consumer Packaging | Nonunion hourly Employees with a Smurfit Plan hire date before September 1, 1990 |
| MO | Pacific     | Carton             | GCIU 6-505M with a Smurfit Plan hire date before January 1, 1991                 |
| OH | Middletown  | Carton             | GCIU Local 508 with a Smurfit Plan hire date before September 1, 1987            |

#### *Early Retirement Reduction*

For the following groups of Covered Employees, the monthly benefit payable to a Participant who retires at an Early Retirement Date shall be a benefit commencing on the Early Retirement Date equal to his or her Accrued Benefit actuarially reduced by the appropriate actuarial factor based on the interest rates, mortality tables, and other actuarial factors used by the PBGC as of the first day of the calendar year in which the participant retires:

| St | City           | Facility           | Covered Employees                                                              |
|----|----------------|--------------------|--------------------------------------------------------------------------------|
| FL | Cantonment     | Plant              | USW Local 3-0547 Unit-1                                                        |
|    |                | Technical Center   | Nonunion hourly Employees                                                      |
|    |                | Graphics Center    | USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003   |
| IA | Des Moines     | Plant              | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| IL | Quincy         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| IN | Fowler         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag                | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005             |
| LA | Arcadia        | Bag                | USW Local 1505                                                                 |
|    | Hodge          | Flexible Packaging | USW Local 1505                                                                 |
| MO | Kansas City    | Bag                | USW Local 07-0765 with a Smurfit Plan hire date before January 1, 2006         |
| UT | Salt Lake City | Bag                | GCC/IBT Local 541-S                                                            |
|    |                | Machine Shop       | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |

For the following groups of Covered Employees, the monthly benefit payable to a Participant who retires at an Early Retirement Date shall be a benefit commencing on an Early Retirement Date equal to his or her Accrued Benefit at the Early Retirement Date, reduced by .5% for each month by which the Early Retirement Date precedes (1) age 62, if the sum of the Participant's Benefit Service and Prior Benefit Service exceeds 30 years or (2) the Participant's Normal Retirement Date, otherwise:

| St | City         | Facility       | Covered Employees                                                         |
|----|--------------|----------------|---------------------------------------------------------------------------|
| CA | Irvine Ranch | Carton         | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004 |
|    | Santa Clara  | Mill           | GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005     |
|    |              | Carton         | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004 |
| GA | Atlanta      | Carton         | GCC/IBT Local 527-S                                                       |
| IL | Carol Stream | Carton         | GCC/IBT Local 415-S                                                       |
|    |              |                | IAM Local 8 with a Smurfit Plan hire date before January 1, 2006          |
| IN | Fort Wayne   | Carton         | IBT Local 414                                                             |
|    |              |                | GCC/IBT Local 17-M                                                        |
|    | Wabash       | Mill           | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004      |
| NC | Greensboro   | Carton         | GCC/IBT Local 465-S                                                       |
| OH | Solon        | Folding Carton | USW Local 1250 with a Smurfit Plan hire date before January 1, 2004       |
| PA | Philadelphia | Mill           | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004       |
|    | Valley Forge | Carton         | USW Local 807 with a Smurfit Plan hire date before January 1, 2004        |
|    |              |                | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004       |
| WA | Renton       | Carton         | GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005     |

For the following groups of Covered Employees, the monthly benefit payable to a Participant who retires at an Early Retirement Date shall be a benefit commencing on an Early Retirement Date equal to his or her Accrued Benefit at the Early Retirement Date, reduced by 1/15<sup>th</sup> for each year between ages 60 to 65 by which the Early Retirement Date precedes the Participant's Normal Retirement Date and reduced by 1/30<sup>th</sup> for each year between ages 55 to 60 by which the Early Retirement Date precedes the Participant's Normal Retirement Date.

| St | City         | Facility                        | Covered Employees                                                           |
|----|--------------|---------------------------------|-----------------------------------------------------------------------------|
| FL | Jacksonville | Austill or D-Graphics Packaging | Nonunion hourly Employees with a Smurfit Plan hire date before July 1, 2003 |
| IL | Elk Grove    | Lamination                      | USW Local 6-1210 with a Smurfit Plan hire date before July 12, 2004         |
|    | Schaumburg   | Laminating and Coating          | Nonunion hourly Employees                                                   |

For Participants who are Covered Employees in the Pacific, MO carton plant with a Smurfit Plan hire date before January 1, 1991, the monthly benefit payable to a Participant who retires at an Early Retirement Date shall be a benefit commencing on an Early Retirement Date equal to his or her Accrued Benefit at the Early Retirement Date, reduced by 4% for each year by which the Early Retirement Date precedes the Participant's Normal Retirement Date.

## Attachment F: Disability Retirement Benefits

For the following groups of Covered Employees, a Participant shall become entitled to a monthly Disability Retirement Benefit if he or she has both (1) become disabled while in the active employment of the Company and (2) completed 15 years of Vesting Service:

| St | City           | Facility           | Covered Employees                                                              |
|----|----------------|--------------------|--------------------------------------------------------------------------------|
| FL | Cantonment     | Plant              | USW Local 3-0547 Unit-1                                                        |
|    |                | Technical Center   | Nonunion hourly Employees                                                      |
|    |                | Graphics Center    | USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003   |
| IA | Des Moines     | Plant              | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| IL | Quincy         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| IN | Fowler         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag                | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005             |
| LA | Hodge          | Flexible Packaging | USW Local 1505                                                                 |
| MO | Kansas City    | Bag                | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |
| OH | Norwood        | Consumer Packaging | USW Local 98 with a Smurfit Plan hire date before March 7, 1990                |
| UT | Salt Lake City | Bag                | GCC/IBT Local 541-S                                                            |
|    |                | Machine Shop       | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| WV | Wellsburg      | Bag                | USW Local 12315 with a Smurfit Plan hire date before May 15, 2004              |

For the following groups of Covered Employees, a Participant shall become entitled to a monthly Disability Retirement Benefit if he or she has both (1) become disabled while in the active employment of the Company and (2) completed 10 years of Benefit Service (and Prior Benefit Service):

| St | City         | Facility | Covered Employees                                                              |
|----|--------------|----------|--------------------------------------------------------------------------------|
| IN | Wabash       | Mill     | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004           |
|    |              |          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| PA | Philadelphia | Mill     | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | IOUE Local 835 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |          | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            |

For the following groups of Covered Employees, if a Participant retires on a Disability Retirement Date, he or she will be entitled to a monthly Disability Retirement Benefit commencing on the first day of the fifth calendar month next following such Disability Retirement Date:

| St | City           | Facility     | Covered Employees                                                              |
|----|----------------|--------------|--------------------------------------------------------------------------------|
| IL | Quincy         | Bag          | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| KY | Louisville     | Bag          | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005             |
| MO | Kansas City    | Bag          | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |
| UT | Salt Lake City | Bag          | GCC/IBT Local 541-S                                                            |
|    |                | Machine Shop | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |

### *Disability Retirement Benefit*

The monthly Disability Retirement Benefit for a Participant who was a participant in the Smurfit Plan shall equal the sum of the Participant's Benefit Service and Prior Benefit Service multiplied by the applicable Benefit Level in Attachment D-1 reduced in accordance with (1), (2), or (3) below as applicable:

- (1) If, as of his or her termination of employment, the Participant has commenced his or her pension under the Smurfit Plan, the amount determined above shall be reduced by the amount of the Participant's pension (in the form of a single life annuity) under the Smurfit Plan;
- (2) If, as of his or her termination of employment, the Participant has not commenced his or her pension under the Smurfit Plan, but he or she is eligible to commence that pension, the amount determined above shall be reduced by the amount of the Participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan as of his or her termination of employment;
- (3) If the Participant is not eligible to commence his or her pension under the Smurfit Plan that pension as of his or her termination of employment, the amount determined above shall be reduced as of the date the Participant becomes eligible to receive his or her Smurfit Pension and the reduction shall equal the amount of the Participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan or other predecessor plan;

The monthly Disability Retirement Benefit payable to a Participant who is a Covered Employee in the Schaumburg, IL plant shall equal the benefit determined under Attachment D-3 (except that the numerator of the fraction shall equal the sum of the Participant's Benefit Service and Prior Benefit Service, but in no case more than 35) reduced in accordance with (1), (2), or (3) above as applicable.

The minimum monthly Disability Retirement Benefit (prior to the Smurfit Plan offset) for the following groups of Covered Employees is as follows:

| St | City         | Facility | Covered Employees                                                              | Minimum Monthly Disability Benefit |
|----|--------------|----------|--------------------------------------------------------------------------------|------------------------------------|
| CA | Irvine Ranch | Carton   | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      | \$200.00                           |
|    | Santa Clara  | Mill     | GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005          | \$200.00                           |
| GA | Atlanta      | Carton   | GCC/IBT Local 527-S                                                            | \$250.00                           |
| IL | Carol Stream | Carton   | GCC/IBT Local 415-S                                                            | \$250.00                           |
|    |              |          | IAM Local 8 with a Smurfit Plan hire date before January 1, 2006               | \$250.00                           |
| IN | Fort Wayne   | Carton   | IBT Local 414                                                                  | \$150.00                           |
|    |              |          | GCC/IBT Local 17-M                                                             | \$200.00                           |
|    | Wabash       | Mill     | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004           | \$250.00                           |
|    |              |          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 | \$250.00                           |
| NC | Greensboro   | Carton   | GCC/IBT Local 465-S                                                            | \$250.00                           |
| PA | Philadelphia | Mill     | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004            | \$250.00                           |
|    | Valley Forge | Carton   | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            | \$250.00                           |
| WA | Renton       | Carton   | GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005          | \$250.00                           |

## Attachment G: Vested Benefits

The monthly deferred vested benefit payable before age 65 to a Participant in one of the following groups of Covered Employees is actuarially reduced based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC as of the first day of the calendar year in which the participant retires:

| St | City           | Facility     | Covered Employees                                                              |
|----|----------------|--------------|--------------------------------------------------------------------------------|
| IA | Des Moines     | Plant        | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| IN | Fowler         | Bag          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| LA | Arcadia        | Bag          | USWA Local 1505                                                                |
| UT | Salt Lake City | Machine Shop | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |

The monthly deferred vested benefit payable before age 65 to a Participant in one of the following groups of Covered Employees is reduced by (i) 6% for each year of the first five years by which the commencement of his or her benefits precedes his or her Normal Retirement Date and (ii) 3.6% for each year which precedes the first five years by which the commencement of his or her benefits precedes his or her Normal Retirement Date:

| St | City           | Facility           | Covered Employees                                                          |
|----|----------------|--------------------|----------------------------------------------------------------------------|
| IL | Quincy         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003 |
| KY | Louisville     | Bag                | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005         |
| LA | Hodge          | Flexible Packaging | USW Local 1505                                                             |
| MO | Kansas City    | Bag                | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006     |
| UT | Salt Lake City | Bag                | GCC/IBT Local 541-S                                                        |

For a Participant in one of the following groups of Covered Employees, if the Participant meets the Early Retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 60:

| St | City       | Facility         | Covered Employees                                                            |
|----|------------|------------------|------------------------------------------------------------------------------|
| FL | Cantonment | Plant            | USW Local 3-0547 Unit-1                                                      |
|    |            | Technical Center | Nonunion hourly Employees                                                    |
|    |            | Graphics Center  | USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003 |

The monthly deferred vested benefit payable before age 65 to a Participant who is a Covered Employee in the Wellsburg, WV plant represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004 is reduced by .25% per month if the Participant retires between the ages of 62 and 65 or .5% if the Participant retires on or after 55 and before age 62.

## Attachment H: Optional Forms of Retirement Benefit

The optional form of ten years certain and life annuity retirement benefit does not apply to the following groups of Covered Employees:

| St | City        | Facility           | Covered Employees                                                              |
|----|-------------|--------------------|--------------------------------------------------------------------------------|
| IA | Des Moines  | Plant              | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
|    |             |                    | IBT with a Smurfit Plan hire date on or after January 1, 2004                  |
| LA | Arcadia     | Bag                | USW Local 1505                                                                 |
|    | Hodge       | Flexible Packaging | USW Local 1505                                                                 |
| MO | Kansas City | Bag                | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |

The optional forms of Joint and 66 2/3% Survivor Annuity and Level Income Option at age 62 (does not apply to Norwood, OH) retirement benefits apply to the following groups of Covered Employees:

| St | City         | Facility                        | Covered Employees                                                              |
|----|--------------|---------------------------------|--------------------------------------------------------------------------------|
| CA | Irvine Ranch | Carton                          | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
|    | Santa Clara  | Mill                            | GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005          |
| FL | Jacksonville | Carton                          | GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004      |
|    |              | Austill or D-Graphics Packaging | Hourly Employees with a Smurfit Plan hire date before July 1, 2003             |
| GA | Atlanta      | Carton                          | GCC/IBT Local 527-S                                                            |
| IL | Carol Stream | Carton                          | GCC/IBT Local 415-S                                                            |
|    | Elk Grove    | Lamination                      | IAM Local 8 with a Smurfit Plan hire date before January 1, 2006               |
|    |              |                                 | USW Local 6-1210                                                               |
|    |              |                                 | Nonunion hourly Employees                                                      |
|    |              |                                 | GCC/IBT Local 458-M with a Smurfit Plan hire date before January 1, 2006       |
| IN | Fort Wayne   | Carton                          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2006 |
|    |              |                                 | Teamsters Local 414                                                            |
|    | Portage      | Per Pak                         | GCC/IBT Local 17-M                                                             |
|    | Wabash       | Mill                            | Hourly Employees with a Smurfit Plan hire date before January 1, 2003          |
|    |              |                                 | USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004           |
| MO | Kansas City  | Carton                          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
|    |              |                                 | IAM District 778 with a Smurfit Plan hire date before January 1, 2003          |
|    | Pacific      |                                 | GCC/IBT Local 16-C Finishers                                                   |
| NC | Greensboro   | Carton                          | GCC/IBT Local 6-505M with a Smurfit Plan hire date before January 1, 2003      |
|    |              | Label                           | GCC/IBT Local 465-S                                                            |
| OH | Middletown   | Carton                          | Nonunion hourly Employees with a Smurfit Plan hire date before July 1, 2003    |
|    |              |                                 | GCC/IBT Local 508                                                              |
|    | Norwood      | Consumer Packaging              | USW Local 1973                                                                 |
|    | Solon        | Folding Carton                  | USW Local 98                                                                   |
| PA | Philadelphia | Mill                            | USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004          |
|    | Valley Forge | Carton                          | USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |                                 | USW Local 835 with a Smurfit Plan hire date before January 1, 2004             |
| WA | Renton       | Carton                          | NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004            |
|    |              |                                 | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004 |
| WI | Milwaukee    | Flexible Packaging              | GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005          |
|    |              |                                 | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2005 |

The optional forms of five, fifteen, or twenty years certain and life annuity forms apply to the following groups of Covered Employees:

| St | City           | Facility     | Covered Employees                                                              |
|----|----------------|--------------|--------------------------------------------------------------------------------|
| FL | Cantonment     | Plant        | USW Local 3-0547 Unit-1                                                        |
| IL | Quincy         | Bag          | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003     |
| IN | Fowler         | Bag          | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag          | IBT 89 with a Smurfit Plan hire date before October 10, 2005                   |
| MO | Kansas City    | Bag          | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |
| UT | Salt Lake City | Machine Shop | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2003         |
| WV | Wellsburg      | Bag          | Nonunion employees with a Smurfit Plan hire date before January 1, 2003        |
|    |                |              | USW Local 12315 with a Smurfit Plan hire date before May 15, 2004              |

## Attachment I: Optional Form Conversion Factors

### In General

Mortality: 1983 Group Annuity Mortality Table, weighted 50% male and 50% female.  
Interest rate: 8%.

### Participants in the Former Smurfit (Basic) Plan

Notwithstanding anything to the contrary in Section A.01(a), until the actuarial assumptions are modified by the Company, the actuarial assumptions in the tables, rates, and procedures set forth below in this Section A.01(b) shall remain in effect for the purposes described in this section solely for the groups of Covered Employees below:

- (1) "Actuarial Equivalent Value" means the benefit or benefits, or payment or payments, that is of equal value as of the date of determination to the benefits for which they are to be substituted. Equivalence of value, except as provided in paragraph (2) below, shall be determined by actuarial calculations based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC, as of the first date of the calendar year that includes the computation date, for determining the present value of an immediate annuity (assuming a male participant and a female beneficiary), under a terminating, trustee plan that has been or will be placed into trusteeship by the PBGC.
- (2) In the case of the forms of payment listed below, the equivalence of value shall be computed using the following actuarial adjustment factors:
  - (i) 50% Joint and Survivor Annuity – pay 90% of the pension to the participant and 45% to the surviving spouse.
  - (ii) 75% Joint and Survivor Annuity – pay 84% of the pension to the participant and 63% to the surviving spouse.
  - (iii) 100% Joint and Survivor Annuity – pay 80% of the pension to the participant and 80% to the surviving spouse.
  - (iv) 5-Year Certain and Life Annuity – reduce the pension by 2% and guarantee 5 years of payments.
  - (v) 10-Year Certain and Life Annuity – reduce the pension by 7% and guarantee 10 years of payments.
  - (vi) 15-Year Certain and Life Annuity – reduce the pension by 12% and guarantee 15 years of payments.

The phrase "actuarial reduction," "actuarially reduced," "actuarial increase," or "actuarially increased" shall mean the adjustment necessary to provide actuarial equivalent value.

- (3) This Section A.01(b) applies to the following groups of Covered Employees:

| St | City       | Facility         | Covered Employees                                                                                                                                |
|----|------------|------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|
| FL | Cantonment | Plant            | USW Local 3-0547 Unit 1                                                                                                                          |
|    |            | Technical Center | Nonunion hourly Employees                                                                                                                        |
|    |            | Graphics Center  | USW Local 3-0547 Unit 2 with a Smurfit Plan hire date before January 1, 2003                                                                     |
| IA | Des Moines | Plant            | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2004;<br>IBT with a Smurfit Plan hire date on or after January 1, 2004 |
| IL | Quincy     | Bag              | Nonunion hourly Employees with a Smurfit Plan hire date before May 1, 2003                                                                       |

| St | City           | Facility           | Covered Employees                                                              |
|----|----------------|--------------------|--------------------------------------------------------------------------------|
| IN | Fowler         | Bag                | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| KY | Louisville     | Bag                | IBT Local 89 with a Smurfit Plan hire date before October 10, 2005             |
| LA | Arcadia        | Bag                | USW Local 1505                                                                 |
|    | Hodge          | Flexible Packaging | USW Local 1505                                                                 |
| MO | Kansas City    | Bag                | USW Local 05-0765 with a Smurfit Plan hire date before January 1, 2006         |
| UT | Salt Lake City | Bag                | GCC/IBT Local 747M                                                             |
|    |                | Machine Shop       | Nonunion hourly Employees with a Smurfit Plan hire date before January 1, 2003 |
| WV | Wellsburg      | Bag                | USW Local 12315 with a Smurfit Plan hire date before May 15, 2004              |

- (4) For Participants who are hourly Employees who are represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004, if the ages of a Participant and his or her Spouse are within five years, the actuarial factor used to determine the benefit continuing during the Participant's lifetime under a Qualified Joint And Survivor Annuity shall be 90% of the monthly retirement income that otherwise would be payable to the Participant in accordance with the Plan. If there is more than five years difference between the ages of the Participant and his or her Spouse, then the actuarial adjustment factor applied shall be determined on the basis of the 1984 Unisex Pension Mortality Table and a five percent assumed rate of interest assuming a male participant and a female beneficiary.

### Single Sum Cash Settlement

Single sum cash settlements shall be determined using the following assumptions:

Mortality: The applicable mortality table prescribed under Code § 417(e)(3).

Interest rates: The applicable interest rate prescribed under Code § 417(e)(3) as of the November 1 preceding the Plan Year in which the distribution is made.

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES**

**EIN: 84-0772929; PN: 096**

**Schedule SB, line 4 – Additional Information for Plans in At-Risk Status**

The assumed form of payment, which results in the highest present value, is the life annuity.

The At-Risk liability was determined using a minimum of the Funding Target under the not At-Risk status. This limitation applied due to disability benefits under the not At-Risk status which have a higher liability.

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES****EIN: 84-0772929; PN: 096****Schedule SB, line 26 – Schedule of Active Participant Data\***

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**Distribution of Active Participant as of January 1, 2009 – Age by Service**

| Age       | 0-1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40 and up | Total |
|-----------|-----|-----|-----|-------|-------|-------|-------|-------|-------|-----------|-------|
| Under 25  | 1   | 54  | 1   | 0     | 0     | 0     | 0     | 0     | 0     | 0         | 56    |
| 25-29     | 0   | 94  | 45  | 1     | 0     | 0     | 0     | 0     | 0     | 0         | 140   |
| 30-34     | 0   | 98  | 81  | 40    | 1     | 0     | 0     | 0     | 0     | 0         | 220   |
| 35-39     | 0   | 110 | 113 | 75    | 28    | 1     | 0     | 0     | 0     | 0         | 327   |
| 40-44     | 0   | 125 | 130 | 90    | 62    | 55    | 2     | 0     | 0     | 0         | 464   |
| 45-49     | 0   | 122 | 142 | 93    | 61    | 99    | 49    | 4     | 0     | 0         | 570   |
| 50-54     | 0   | 101 | 119 | 64    | 71    | 104   | 49    | 56    | 13    | 0         | 577   |
| 55-59     | 1   | 61  | 70  | 41    | 47    | 75    | 27    | 54    | 50    | 6         | 432   |
| 60-64     | 0   | 28  | 35  | 25    | 27    | 39    | 18    | 23    | 41    | 34        | 270   |
| 65-69     | 0   | 11  | 5   | 6     | 4     | 5     | 1     | 5     | 5     | 14        | 56    |
| 70 and up | 0   | 2   | 1   | 2     | 0     | 3     | 1     | 2     | 2     | 4         | 17    |
| TOTAL     | 2   | 806 | 742 | 437   | 301   | 381   | 147   | 144   | 111   | 58        | 3,129 |

\* Does not include 8 participants who transfer to Salaried.

**ALTIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES**

**EIN: 84-0772929; PN: 096**

**Schedule SB, line 21 – Discount Rate**

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The discount rate is full yield curve with a 2 month lookback. Line 21b is left blank because EFAST2 generates an error when '2' appears in line 21b and Full Yield Curve is checked in line 21a.

**SCHEDULE SB  
(Form 5500)**Department of the Treasury  
Internal Revenue ServiceDepartment of Labor  
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan  
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

**2009****This Form is Open to Public  
Inspection**For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009▶ **Round off amounts to nearest dollar.**▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><br>Altivity Packaging Pension Plan for Hourly Employees                                                         | <b>B</b> Three-digit plan number (PN) ▶<br><br>096                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>Graphic Packaging International, Inc.                     | <b>D</b> Employer Identification Number (EIN)<br><br>84-0772929                                                                                         |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

**Part I Basic Information**

|                                                                                                                                                                                                       |                            |                    |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|--------------------|
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>                                                                                                                       |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                      |                            |                    |
| <b>a</b> Market value.....                                                                                                                                                                            | <b>2a</b>                  | 13,509,179         |
| <b>b</b> Actuarial value.....                                                                                                                                                                         | <b>2b</b>                  | 13,736,481         |
| <b>3</b> Funding target/participant count breakdown                                                                                                                                                   | (1) Number of participants | (2) Funding Target |
| <b>a</b> For retired participants and beneficiaries receiving payment .....                                                                                                                           | <b>3a</b> 150              | 1,690,309          |
| <b>b</b> For terminated vested participants .....                                                                                                                                                     | <b>3b</b> 697              | 1,710,558          |
| <b>c</b> For active participants:                                                                                                                                                                     |                            |                    |
| (1) Non-vested benefits.....                                                                                                                                                                          | <b>3c(1)</b>               | 4,858,860          |
| (2) Vested benefits.....                                                                                                                                                                              | <b>3c(2)</b>               | 8,814,503          |
| (3) Total active .....                                                                                                                                                                                | <b>3c(3)</b> 3,137         | 13,673,363         |
| <b>d</b> Total.....                                                                                                                                                                                   | <b>3d</b> 3,984            | 17,074,230         |
| <b>4</b> If the plan is at-risk, check the box and complete items (a) and (b) ..... <input checked="" type="checkbox"/>                                                                               |                            |                    |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                             | <b>4a</b>                  | 17,074,230         |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>                  | 17,074,230         |
| <b>5</b> Effective interest rate.....                                                                                                                                                                 | <b>5</b>                   | 8.02 %             |
| <b>6</b> Target normal cost.....                                                                                                                                                                      | <b>6</b>                   | 2,958,173          |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                  |                                                                |                                                                 |
|------------------|----------------------------------------------------------------|-----------------------------------------------------------------|
| <b>SIGN HERE</b> | <u>Kelly Q. Branham</u><br>Signature of actuary                | <u>9/27/2010</u><br>Date                                        |
|                  | <u>Kelly Q. Branham</u><br>Type or print name of actuary       | <u>08-05192</u><br>Most recent enrollment number                |
|                  | <u>Buck Consultants, LLC</u><br>Firm name                      | <u>(770) 855-2488</u><br>Telephone number (including area code) |
|                  | <u>200 Galleria Parkway, Suite 1900</u><br>Address of the firm |                                                                 |
|                  | <u>Atlanta GA 30339-5945</u>                                   |                                                                 |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2009  
v.092308.1

| <b>Part II Beginning of year carryover and prefunding balances</b>                                       |                       |                        |
|----------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                          | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (Item 13 from prior year) ..... | 0                     | 0                      |
| <b>8</b> Portion used to offset prior year's funding requirement (Item 35 from prior year) .....         | 0                     | 0                      |
| <b>9</b> Amount remaining (Item 7 minus item 8).....                                                     | 0                     | 0                      |
| <b>10</b> Interest on item 9 using prior year's actual return of _____ % .....                           |                       |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                           |                       |                        |
| <b>a</b> Excess contributions (Item 38 from prior year) .....                                            |                       | 3,598,826              |
| <b>b</b> Interest on (a) using prior year's effective rate of <u>6.43</u> % .....                        |                       | 231,405                |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....            |                       | 3,830,231              |
| <b>d</b> Portion of (c) to be added to prefunding balance.....                                           |                       | 0                      |
| <b>12</b> Reduction in balances due to elections or deemed elections.....                                | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (item 9 + item 10 + item 11d - item 12) .....             | 0                     | 0                      |

| <b>Part III Funding percentages</b>                                                                                                                                       |           |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------|
| <b>14</b> Funding target attainment percentage.....                                                                                                                       | <b>14</b> | 80.45 % |
| <b>15</b> Adjusted funding target attainment percentage.....                                                                                                              | <b>15</b> | 80.45 % |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement..... | <b>16</b> | 42.89 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....                                        | <b>17</b> | %       |

| <b>Part IV Contributions and liquidity shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/15/2009                                                                               | 1,121,035                         |                                 |                          |                                   |                                 |
| 07/15/2009                                                                               | 844,643                           |                                 |                          |                                   |                                 |
| 10/15/2009                                                                               | 523,977                           |                                 |                          |                                   |                                 |
| 01/15/2010                                                                               | 829,885                           |                                 |                          |                                   |                                 |
| 09/15/2010                                                                               | 595,382                           |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 | <b>Totals ▶</b>          | <b>18(b)</b>                      | 3,914,922                       |
|                                                                                          |                                   |                                 |                          | <b>18(c)</b>                      | 0                               |

|                                                                                                                                                                                        |            |           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>19</b> Discounted employer contributions - see instructions for small plan with a valuation date after the beginning of the year:                                                   |            |           |
| <b>a</b> Contributions allocated toward unpaid minimum required contribution from prior years. ....                                                                                    | <b>19a</b> | 0         |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                                                                                     | <b>19b</b> | 0         |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....                                                                 | <b>19c</b> | 3,688,374 |
| <b>20</b> Quarterly contributions and liquidity shortfalls:                                                                                                                            |            |           |
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                         |            |           |
| <b>b</b> If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |            |           |
| <b>c</b> If 20a is "Yes," see instructions and complete the following table as applicable:                                                                                             |            |           |
| Liquidity shortfall as of end of Quarter of this plan year                                                                                                                             |            |           |
| (1) 1st                                                                                                                                                                                | (2) 2nd    | (3) 3rd   |
| 0                                                                                                                                                                                      | 0          | 0         |
|                                                                                                                                                                                        |            | (4) 4th   |
|                                                                                                                                                                                        |            | 0         |

**Part V Assumptions used to determine funding target and target normal cost****21** Discount rate:**a** Segment rates:1st segment:  
%2nd segment:  
%3rd segment:  
%☒ N/A, full yield curve used**b** Applicable month (enter code) .....**21b****22** Weighted average retirement age .....**22**

6.2

**23** Mortality table(s) (see instructions) .....☐ Prescribed - combined☒ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. .... ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment. ....**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years .....**28**

0

**29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a) .....**29**

0

**30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29) .....**30**

0

**Part VIII Minimum required contribution for current year****31** Target normal cost, adjusted, if applicable (see instructions) .....**31**

2,958,173

**32** Amortization installments:

Outstanding Balance

Installment

**a** Net shortfall amortization installment .....

3,337,749

730,201

**b** Waiver amortization installment .....

0

0

**33** If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month \_\_\_\_\_ Day \_\_\_\_\_ Year \_\_\_\_\_) and the waived amount .....**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33) .....**34**

3,688,374

**35** Balances used to offset funding requirement .....

Carryover balance

Prefunding balance

Total balance

0

0

0

**36** Additional cash requirement (item 34 minus item 35) .....**36**

3,688,374

**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) .....**37**

3,688,374

**38** Interest-adjusted excess contributions for current year (see instructions) .....**38**

0

**39** Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37) .....**39**

0

**40** Unpaid minimum required contribution for all years .....**40**

0

**Altivity Packaging Pension Plan For Hourly Employees**

Form 5500, Schedule H, Part IV, Line 4j

Plan Sponsor's EIN: 84-0772929

Plan Number: 096

**Schedule of Reportable Transactions  
For the Year Ended December 31, 2009**

| (a)<br>Identity<br>of party<br>involved                   | (b)<br>Description<br>of asset | (c)<br>Purchase<br>price | (d)<br>Selling<br>price | (e)<br>Lease<br>rental | (f)<br>Expense<br>incurred<br>w/transaction | (g)<br>Cost<br>of asset | (h)<br>Current<br>value of asset<br>on transaction<br>date | (i)<br>Net<br>gain<br>or (loss) |
|-----------------------------------------------------------|--------------------------------|--------------------------|-------------------------|------------------------|---------------------------------------------|-------------------------|------------------------------------------------------------|---------------------------------|
| <b>Single transactions exceeding 5% of plan assets</b>    |                                |                          |                         |                        |                                             |                         |                                                            |                                 |
| EB Temporary Investment Fund II                           | Short-term investment fund     | \$ -                     | \$ 2,850,000            | \$ -                   | \$ -                                        | \$ 2,850,000            | \$ 2,850,000                                               | \$ -                            |
| EB Temporary Investment Fund II                           | Short-term investment fund     | -                        | 5,654,200               | -                      | -                                           | 5,654,200               | 5,654,200                                                  | -                               |
| <b>Series of transactions exceeding 5% of plan assets</b> |                                |                          |                         |                        |                                             |                         |                                                            |                                 |
| EB Temporary Investment Fund II                           | Short-term investment fund     | -                        | 8,929,946               | -                      | -                                           | 8,929,946               | 8,929,946                                                  | -                               |

**Attachment to 2009 Form 5500**  
**Schedule SB, line 24 - Change in Actuarial Assumptions**

|                            |                                                             |             |                   |
|----------------------------|-------------------------------------------------------------|-------------|-------------------|
| <b>Plan Name</b>           | <u>Altivity Packaging Pension Plan for Hourly Employees</u> | <b>EIN:</b> | <u>84-0772929</u> |
| <b>Plan Sponsor's Name</b> | <u>Graphic Packaging International, Inc.</u>                | <b>PN:</b>  | <u>096</u>        |

Describe any change in non-prescribed actuarial assumptions and justify any such change.  
The expected expenses of \$650,000 were added to Target Normal Cost. No expected expenses were assumed in the prior valuation.

**Attachment to 2009 Form 5500**  
**Schedule SB, line 25 - Change in Method**

|                            |                                                             |             |                   |
|----------------------------|-------------------------------------------------------------|-------------|-------------------|
| <b>Plan Name</b>           | <u>Altivity Packaging Pension Plan for Hourly Employees</u> | <b>EIN:</b> | <u>84-0772929</u> |
| <b>Plan Sponsor's Name</b> | <u>Graphic Packaging International, Inc.</u>                | <b>PN:</b>  | <u>096</u>        |

Describe the change:

The asset valuation method was changed to a two-year annual averaging method from market value with contributions receivable. The interest rate used to determine the plan's funding target was changed to the November 2008 PPA full yield curve from the January 2008 PPA full yield curve.

**Schedule SB, line 32 - Schedule of Amortization Bases**

**Plan Name** Altivity Packaging Pension Plan for Hourly Employees

**EIN:** 84-0772929

|                            |                                       |
|----------------------------|---------------------------------------|
| <b>Plan Sponsor's Name</b> | Graphic Packaging International, Inc. |
|----------------------------|---------------------------------------|

PN: 096

[illegible]