

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan 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). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2009 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☒		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN</u>	1b Three-digit plan number (PN) ►	<u>097</u>	
	1c Effective date of plan	<u>04/30/1976</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u> <u>814 LIVINGSTON COURT, SE</u> <u>MARIETTA, GA 30067</u>	2b Employer Identification Number (EIN) <u>84-0772929</u>	2c Sponsor's telephone number <u>770-644-3000</u>	2d Business code (see instructions) <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.

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

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL 814 LIVINGSTON COURT, SE MARIETTA, GA 30067	3b Administrator's EIN 58-2073470 3c Administrator's telephone number 770-644-3000
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4 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: a Sponsor's name GRAPHIC PACKAGING INTL., INC.	4b EIN 36-3822204 4c PN 002
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5 Total number of participants at the beginning of the plan year	5	1301
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	646
b Retired or separated participants receiving benefits.....	6b	144
c Other retired or separated participants entitled to future benefits.....	6c	463
d Subtotal. Add lines 6a , 6b , and 6c	6d	1253
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	12
f Total. Add lines 6d and 6e	6f	1265
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	2

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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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:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department 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
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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 <u>FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>097</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2009</u>
2	Assets:
a	Market value 2a <u>12288892</u>
b	Actuarial value 2b <u>13517781</u>
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>107</u> <u>1534614</u>
b	For terminated vested participants 3b <u>458</u> <u>2840730</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>298266</u>
(2)	Vested benefits 3c(2) <u>10292476</u>
(3)	Total active 3c(3) <u>736</u> <u>10590742</u>
d	Total 3d <u>1301</u> <u>14966086</u>
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
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
5	Effective interest rate 5 <u>8.22</u> %
6	Target normal cost 6 <u>428367</u>

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.

SIGN HERE	<u>09/27/2010</u>
Signature of actuary	Date
<u>KELLY Q. BRANHAM</u>	<u>08-05192</u>
Type or print name of actuary	Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>	<u>770-955-2488</u>
Firm name	Telephone number (including area code)
<u>200 GALLERIA PARKWAY, SUITE 1900</u> <u>ATLANTA, GA 30339</u>	
Address of the firm	

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

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)		2432011
b Interest on (a) using prior year's effective rate of <u>6.34</u> %		154189
c Total available at beginning of current plan year to add to prefunding balance		2586200
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	90.32 %
15 Adjusted funding target attainment percentage.....	15	90.32 %
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	77.85 %
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 (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/15/2009	209797				
07/15/2009	209797				
10/15/2009	91018				
01/15/2010	170204				
09/15/2010	123414				
			Totals ►	18(b)	804230
				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	756461
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☒ Yes ☐ 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	(4) 4th
0	0	0	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 62
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	428367
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	1448305	328094
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	756461
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement	0	0
36 Additional cash requirement (item 34 minus item 35).....	36	756461
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	756461
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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider 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>	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

<div>A Name of plan</div> <div>FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 097</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>GRAPHIC PACKAGING INTERNATIONAL, INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>84-0772929</div>

Part I	Service Provider Information (see instructions)
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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) 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) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	34439	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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 (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 (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 (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)

a Name:	PAMELA K. PORTER	b EIN:	23-2293237
c Position:	ENROLLED ACTUARY		
d Address:	200 EAST RANDOLPH STREET, STE 900 CHICAGO, IL 60601	e Telephone:	312-381-4800

Explanation: COMPANY DECIDED TO CONSOLIDATE ACTUARIAL FUNCTION OF ACQUIRED COMPANY WITH ITS CURRENT ACTUARY.

a Name:	WOLF & COMPANY, LLP	b EIN:	36-2985665
c Position:	ACCOUNTANT		
d Address:	2100 CLEARWATER DRIVE OAK BROOK, IL 60523-1927	e Telephone:	630-545-4500

Explanation: COMPANY DECIDED TO CONSOLIDATE AUDIT FUNCTION OF ACQUIRED COMPANY WITH ITS CURRENT AUDITOR.

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

a Name:		b EIN:	
c Position:			
d Address:		e Telephone:	

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor 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 FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN				B Three-digit plan number (PN) ▶ 097	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, INC.				D Employer Identification Number (EIN) 84-0772929	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (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) 13691246	
a Name of MTIA, CCT, PSA, or 103-12 IE: ED 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
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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
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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)

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information 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). ▶ File as an attachment to Form 5500.	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		
A Name of plan FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN	B Three-digit plan number (PN) ▶	097
C Plan sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, INC.		
		D Employer Identification Number (EIN) 84-0772929

Part I	Asset and Liability Statement
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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
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2885239	293618
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	221	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	623475	
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		13691246
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	8898450	
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	147	

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	12407532	13984864

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		11017
i Acquisition indebtedness	1i		
j Other liabilities	1j	42686	
k Total liabilities (add all amounts in lines 1g through 1j)	1k	42686	11017

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	12364846	13973847
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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: (A) Employers	2a(1)(A)	804230	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		804230

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

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

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	57412	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		57412

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1013
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		2962161
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-227915
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		3596901

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1903617	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1903617
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	34439	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	49844	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		84283
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1987900

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1609001
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

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
a 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 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	
c 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	
d 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	
e Was this plan covered by a fidelity bond?.....	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g 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	
h 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	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j 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		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....			
n 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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information 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). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2009 This Form is Open to Public Inspection.
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

A Name of plan <u>FIELD CONTAINER COMPANY, L.P. AND REL. ENTITIES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>097</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</u>

Part I	Distributions
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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	<u>0</u>
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): EIN(s): <u>25-1904625</u>		
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	<u>33</u>

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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ 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?	☐ Yes	☐ No	☐ 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?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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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.....	☒ Increase	☐ Decrease	☐ Both	☐ No
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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.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ 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.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ 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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 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:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

a Enter the number of employers who withdrew during the preceding plan year	16a	
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	16b	

- 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: 61% Investment-Grade Debt: 33% High-Yield Debt: _____% Real Estate: _____% Other: 6%

- 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): _____

***Field Container Company, L.P. and Related
Entities Pension Plan***

Financial Statements and

Supplemental Schedule

As of and For the Years Ended

December 31, 2009 and 2008

Field Container Company, L.P. and Related Entities Pension Plan

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

Independent Auditors' Report

To the Retirement Committee
Field Container Company, L.P. and Related Entities Pension Plan
Marietta, Georgia

We were engaged to audit the financial statements and supplemental schedule of Field Container Company L.P. and Related Entities Pension Plan (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



Field Container Company, L.P. and Related Entities Pension Plan

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

	<u>2009</u>	<u>2008</u>
ASSETS		
INVESTMENTS, at fair value		
Mutual funds	\$ -	\$ 8,898,597
Short-term investment fund	-	623,475
Interest in the Riverwood International Corporation Master Pension Trust	13,691,246	-
Total Investments	<u>13,691,246</u>	<u>9,522,072</u>
RECEIVABLES		
Employer contribution	293,618	2,885,239
Accrued income	-	221
Total Receivables	<u>293,618</u>	<u>2,885,460</u>
TOTAL ASSETS	<u>13,984,864</u>	<u>12,407,532</u>
LIABILITIES		
Accrued liabilities	<u>11,017</u>	<u>42,686</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 13,973,847</u>	<u>\$ 12,364,846</u>

See notes to financial statements.

Field Container Company, L.P. and Related Entities Pension Plan

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

	<u>2009</u>	<u>2008</u>
CONTRIBUTIONS		
Employer contributions	\$ 804,230	\$ 3,566,999
INTEREST AND DIVIDENDS	58,425	440,246
NET DEPRECIATION IN FAIR VALUE OF INVESTMENTS	(227,915)	(4,272,600)
NET GAIN FROM RIVERWOOD INTERNATIONAL CORPORATION MASTER PENSION TRUST	3,377,575	-
BENEFITS PAID TO PARTICIPANTS	(1,903,617)	(773,082)
ADMINISTRATIVE EXPENSES	<u>(499,697)</u>	<u>(340,942)</u>
NET INCREASE (DECREASE)	1,609,001	(1,379,379)
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	<u>12,364,846</u>	<u>13,744,225</u>
End of Year	<u>\$ 13,973,847</u>	<u>\$ 12,364,846</u>

See notes to financial statements.

Field Container Company, L.P. and Related Entities Pension Plan

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

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

Vested benefits:

Active participants	\$ 10,136,323
Participants currently receiving payments	1,542,466
Terminated vested participants	<u>2,918,613</u>
Total vested benefits	14,597,402

Nonvested benefits

269,809

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

\$ 14,867,211

See notes to financial statements.

Field Container Company, L.P. and Related Entities Pension Plan

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

**ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS
AT BEGINNING OF YEAR**

\$ 14,041,593

Benefits accumulated and gains/losses	(121,011)
Increase in interest accumulated	1,092,404
Benefits paid	(773,082)
Assumption changes	<u>627,307</u>
Net Increase	<u>825,618</u>

**ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS
AT END OF YEAR**

\$ 14,867,211

See notes to financial statements.

Field Container Company L.P. and Related Entities Pension Plan

Notes to Financial Statements

A. PLAN DESCRIPTION

The following description of the Field Container Company L.P. and Related Entities Pension Plan (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 January 1, 1987. The Plan covers certain hourly employees who were formerly employed by Field Container Company, LLC. After February 13, 2008, no hourly employees are eligible for the Plan upon hire, but certain union employees were eligible in the past. Non-union employees hired after April 16, 2003 are ineligible to participate. Effective January 1, 2008, the Plan was amended to freeze the benefit accruals for non-union employees that were not already frozen. The Plan was sponsored by Altivity Packaging, LLC until March 10, 2008 when the Company was acquired by Graphic Packaging Holding Company. Upon acquisition, Graphic Packaging International, Inc. (the "Company") became the Plan's sponsor.

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 are age 55 and have at least five years of service. 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 .5% for each month prior to normal retirement age.

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

Death and Disability Benefits. If a participant dies, a death benefit representing 50% of the participant's earned benefit is paid to the participant's beneficiary. If an active participant becomes disabled, the participant is entitled to receive benefits under the Plan equal to the participant's vested benefit reduced by a certain percentage for each month the disability date precedes the normal retirement age.

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 Trust 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 Trust's 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 Trust 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 or 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 AND INVESTMENTS (UNAUDITED INFORMATION)

At December 31, 2009, the Plan's investments are in the Riverwood International Corporation Master Pension Trust (the "Master Trust"). The 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 Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the 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 Master Trust.

At December 31, 2009 and 2008, 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 schedules, where applicable, have 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 Master Trust.

At December 31, 2009, the assets of the Master Trust were held by the Trustee of the Plan. The Plan's interest in the net assets of the Master Trust was approximately 3% at December 31, 2009.

The following table presents the net assets held by the Master Trust at December 31, 2009 as certified by the Trustee:

	<u>2009</u>
Investments, at fair value:	
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>
Total Assets	494,729,801
 Liabilities	
Due to broker for investments sold (net)	<u>902,228</u>
 Net Assets Held by the Master Trust	 <u>\$ 493,827,573</u>

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

	<u>2009</u>
Net appreciation (depreciation) in fair value of investments:	
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
Interest	1,459,198
Dividends	<u>5,648,219</u>
Total Investment Income	<u>\$ 106,060,480</u>

The following presents the unaudited information as of December 31, 2008, as certified by the Trustee:

Statement of net assets available for benefits:

Mutual Funds	\$ 8,898,597
Short-term investment Fund	623,425

The following presents the Plan's investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2008.

	<u>2008</u>
Artio International Equity Fund Class A	\$ 1,940,333
Vanguard 500 Index Fund	1,590,780
PIMCO Real Return Fund	1,197,562
Dreyfus Emerging Markets Fund	843,675
PIMCO High Yield Fund	689,311
EB Temporary Investment Fund II	623,475
JP Morgan Core Bond Fund	585,233
Laudus Rosenberg US Small-Cap Instl Fund	536,873
JP Morgan US Real Estate Class A	503,976

Notes to Financial Statements (Continued)

The Plan's investments (including gains and losses on investments bought, sold, and held during the year) depreciated as follows for the year ended December 31, 2008:

	2008
Mutual funds	<u>\$ (4,272,600)</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.

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.

Notes to Financial Statements (Continued)

Common/collective trusts: The 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 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.

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

<u>December 31, 2009</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Common/collective trusts			
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
Total common/collective trusts	-	269,340,052	269,340,052
Mutual funds			
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
Total mutual funds	134,383,128	-	134,383,128
Common stock			
Domestic	41,735,575	-	41,735,575
Foreign	1,871,047	-	1,871,047
Total common stock	43,606,622	-	43,606,622
103-12 investment entities			
Investment grade fixed income securities	-	47,227,008	47,227,008
Cash and cash equivalents	6,293	-	6,293
Total	\$ 177,996,043	\$ 316,567,060	\$ 494,563,103

Notes to Financial Statements (Continued)

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

<u>December 31, 2008</u>	<u>Level 1</u>	<u>Total</u>
Mutual funds	\$ 8,898,597	\$ 8,898,597
Short-term investment fund	623,475	623,475
Total	<u>\$ 9,522,072</u>	<u>\$ 9,522,072</u>

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 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 retirement rates were changed to rates varying from age 55 to 65 from 100% at 65. The interest rate for accumulating past benefits due was changed from 8.0% to the first year discount rate. The termination commencement assumption was changed to termination for participants currently active from age 65. The form of payment assumption was changed to 90% of participants assumed to elect lump sum option when available with the remaining 10% assumed to elect the normal form of payment and benefits not available in a lump sum were assumed paid in normal form. In prior years, participants were assumed to elect the normal form. The discount rate changed to 8.25% from 8.0% used in the prior valuation. The effect of these changes was to increase the actuarial present value of accumulated plan benefits by \$627,307.

Notes to Financial Statements (Continued)

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.
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 Internal Revenue Service has determined and informed the Company by a letter dated October 17, 2002, that the Plan qualifies in accordance with applicable regulations of the Internal Revenue Code ("IRC") as a tax-exempt entity. Although the Plan has been amended since receiving favorable determination, the plan administrator, the Plan's actuary and the Plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan continues to be tax exempt. Therefore, no provision for income taxes has been recorded in the Plan's financial statements. Since the January 1, 2009 restatement, the Plan has applied for a determination letter for the restated Plan.

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 \$17,981 and \$14,650, actuary fees of \$374,658 and \$220,688, investment management fees of \$40,447 and \$0 and miscellaneous fees of \$966 and \$0, respectively.

SUPPLEMENTAL SCHEDULE

Field Container Company, L.P. and Related Entities Pension Plan

Form 5500, Schedule H, Part IV, Line 4j
Plan Sponsor's EIN: 84-0772929
Plan Number: 097

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

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred w/transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Single transactions exceeding 5% of plan assets								
Artio Global Intl Equity Fund CI A	Mutual fund	\$ -	\$ 1,234,092	\$ -	\$ -	\$ 1,807,214	\$ 1,234,092	\$ (573,122)
PIMCO Real Return Bd Fund Instl CI	Mutual fund	-	721,807	-	-	780,693	721,807	(58,886)
Vanguard Index 500 Index Fund Signal Shs	Mutual fund	-	1,070,271	-	-	1,484,709	1,070,271	(414,438)
Series of transactions exceeding 5% of plan assets								
Artio Global Intl Equity Fund CI A	Mutual fund	-	1,734,092	-	-	2,594,307	1,734,092	(860,215)
Dreyfus Emerging Markets Fund CI A	Mutual fund	-	922,259	-	-	1,767,159	922,259	(844,900)
PIMCO High Yield Fund Instl CI	Mutual fund	-	715,262	-	-	956,142	715,262	(240,880)
PIMCO Real Return Bd Fund Instl CI	Mutual fund	-	1,271,807	-	-	1,373,261	1,271,807	(101,454)
Vanguard Index 500 Index Fund Signal Shs	Mutual fund	-	1,520,271	-	-	2,154,141	1,520,271	(633,870)
EB Temporary Investment Fund II	Short-term investment fund	-	701,541	-	-	701,541	701,541	-

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN
EIN: 84-0772929; PN: 097
Schedule SB, line 22 –
Description of Weighted Average Retirement Age

<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	5.5000
56	3%	0.8730	0.0270	1.5120
57	3%	0.8468	0.0262	1.4928
58	3%	0.8214	0.0254	1.4734
59	3%	0.7968	0.0246	1.4539
60	10%	0.7171	0.0797	4.7806
61	10%	0.6454	0.0717	4.3742
62	20%	0.5163	0.1291	8.0027
63	20%	0.4130	0.1033	6.5054
64	20%	0.3304	0.0826	5.2869
65	100%	0.2643	0.3304	21.4782
			1.0000	61.8602

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, line 21 – Discount Rate

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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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
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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 Field Container Company, L.P. and Rel. Entities Pension Plan	B Three-digit plan number (PN) ►	<u>097</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF Graphic Packaging International, Inc.	D Employer Identification Number (EIN) 84-0772929	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2009</u>			
2 Assets:			
a Market value.....	2a		12,288,892
b Actuarial value.....	2b		13,517,781
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	107	1,534,614
b For terminated vested participants	3b	458	2,840,730
c For active participants:			
(1) Non-vested benefits.....	3c(1)		298,266
(2) Vested benefits.....	3c(2)		10,292,476
(3) Total active	3c(3)	736	10,590,742
d Total.....	3d	1,301	14,966,086
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
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		
5 Effective interest rate	5		8.22 %
6 Target normal cost.....	6		428,367

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.

SIGN HERE	Kelly Q. Branham <i>KQB</i> _____ Signature of actuary Kelly Q. Branham _____ Type or print name of actuary Buck Consultants, LLC _____ 200 Galleria Parkway, Suite 1900 _____ Atlanta GA 30339 _____ Address of the firm	<div style="text-align: right;"> <u>9/27/2010</u> Date <u>08-05192</u> Most recent enrollment number <u>(770) 955-2488</u> Telephone number (including area code) </div>
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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

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**

62

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** 428,367**32** Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

1,448,305

328,094

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** 756,461

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

0

0

0

36 Additional cash requirement (item 34 minus item 35) **36** 756,461**37** Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c) **37** 756,461**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

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

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: 8.22%

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:

Annual Rate			
Age	Withdrawal	Retirement	Disability
25	7.7242%	-	.14%
30	7.2219	-	.16
35	6.2764	-	.19
40	5.1504	-	.23
45	3.9753	-	.32
50	2.5627	-	.48
55	.9394	10%	.80
56	.6847	3	.92
57	.4713	3	1.08
58	.3024	3	1.24
59	.1767	3	1.47
60	.0901	10	1.74
61	.0367	10	2.04
62	.0094	20	2.40
63	-	20	2.81
64	-	20	3.26
65	-	100	-

Termination with Vested Rights: Current deferred participants are assumed to commence at age 65. Terminations from active status are assumed to commence immediately.

Form of Payment: 90% of participants are assumed to elect the lump sum option for the portion of benefits available in a lump sum. The other 10% are assumed to elect the normal form. Benefits not available in a lump sum are assumed to be paid in the normal form. The value of other optional forms of payment on actuarial valuation assumptions was determined to be immaterial.

Future Expenses: Expected expenses of \$280,000 were added to Target Normal Cost.

Accumulated value of past benefits: An estimate of the accumulated value of past benefits due but unpaid to vested terminated participants over age 65 was including in the Funding Target, using an accumulation rate equal to the first year discount rate.

Loading or Contingency Reserves: None.

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

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

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.

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:

85% of participants are assumed to be married. 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.

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN
EIN: 84-0772929; PN: 097
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Summary of Actuarial Assumption and Method Changes from the January 1, 2008 Valuation

- 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 retirement rates were changed to rates varying from age 55 to 65 from 100% at age 65.
- The interest rate for accumulating past benefits due was changed from 8.0% to the first year discount rate.
- The termination commencement assumption for active participants was changed to immediate commencement upon termination, from the prior assumption of age 65.
- The expected expenses of \$280,000 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.
- The form of payment assumption was changed to 90% of participants assumed to elect the Lump Sum option when available with the remaining 10% assumed to elect the normal form of payment and benefits not available in a lump sum were assumed paid in the normal form. In the prior year, participants were assumed to elect the normal form.

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Summary of Plan Provisions

The Field Container Company, L.P. and Related Entities Pension Plan was amended and restated effective January 1, 2009. The following summary describes the key plan provisions as interpreted for the valuation.

Effective Date and Eligibility

The effective dates and eligibility by division are as follows, only Hourly-paid employees are eligible:

Division	Effective Date	Eligible Employees
Corepak	8/1/1999	Nonunion who do not work in a clerical, supervisory or sales capacity.
Eastfield	1/1/1987	United Steelworkers International Union Local 799
Elk Grove/ Westfield	1/1/1987	Nonunion who do not work in a clerical, supervisory or sales capacity.
Handschy	1/1/1990	Nonunion who do not work in a clerical, supervisory or sales capacity.
J. G. Clark	1/1/1987	Nonunion who do not work in a clerical, supervisory or sales capacity.
LaPorte	1/1/1989	Nonunion who do not work in a clerical, supervisory or sales capacity.
Marseilles	4/1/1991	Printing Specialties and Paper Products Local 680 GCIU-AFL-CIO
Michigan Carton & Paperboard	1/1/1987	Covered by collective bargaining agreement entered into by Michigan location.
Milwaukee	1/1/1996	Nonunion who do not work in a clerical, supervisory or sales capacity.
Murfreesboro	10/1/1994	Nonunion who do not work in a clerical, supervisory or sales capacity.
Pekin	10/31/1994	United Steelworkers International Union Local 188
Salisbury	1/1/1996	Nonunion who do not work in a clerical, supervisory or sales capacity.
St. Clair	1/1/1987	Graphic Communications International Union Local 415.
Southfield	1/1/1989	Nonunion who do not work in a clerical, supervisory or sales capacity.
West Monroe	1/1/1998	Nonunion who do not work in a clerical, supervisory or sales capacity.

Participation in the Plan

An Eligible Employee shall be eligible to become an active Participant after completing an Hour of Service or after date the division elected to participate in the plan. The plan is closed to new participants after the last group was closed for new hires on 2/14/2008.

Definitions

Vested Service	Generally granted full year of vesting service for each plan year in which at least 1,000 hours of service are credited while covered by the plan.
Credited Service	Generally granted full year of credited service for each plan year with at least 2,000 hours of service (1,000 for Eastfield) and credited with partial years of credited service in year plan coverage begins or termination occurs and in years in which at least 1,000 hours of service are credited. Benefit accruals were frozen at 8/1/2004 for nonunion participants hired after 7/1/2000 and at 12/31/2007 for the remaining nonunion participants

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Summary of Plan Provisions

Benefits

Normal Retirement Pension

Condition for Pension The later of Age 65 and fifth anniversary of participation.

Amount of Pension A Participant who retires at his Normal Retirement Date will receive a monthly benefit as follows:

Division	Accrued Monthly Benefit
Corepak	\$13 x Projected Service (max.25) x Credited Service / Projected Service (no cap)
Eastfield	\$16 x Credited Service
Elk Grove/ Westfield	\$20 x Projected Service (max.32) x Credited Service / Projected Service (no cap)
Handschy	\$16 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
J. G. Clark	\$16 x Credited Service plus Accrued benefit as of April 30, 1985 transferred from the prior plan.
LaPorte	\$18 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
Marseilles	\$21 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
Michigan Carton	\$24 x Projected Service (max.25) x Credited Service / Projected Service (no cap)
Michigan Paperboard	\$26 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
Milwaukee	\$13 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
Murfreesboro	\$16 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
Pekin	\$21.50 x Projected Service (max.25) x Credited Service / Projected Service (no cap)
Salisbury	\$14 x Projected Service (max.30) x Credited Service / Projected Service (no cap)
St. Clair	\$17 x Credited Service (max. 30)
Southfield	\$16 x Credited Service
West Monroe	\$16 x Credited Service (max.30)

Notes:

1. Accrued Monthly Benefit based on current benefit level
2. Benefit accruals were frozen at 8/1/2004 for nonunion hired after 7/1/2000 and at 12/31/2007 for the remaining nonunion participants.
3. Projected Service is Credited Service projected to the Normal Retirement Date.

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Summary of Plan Provisions

Postponed Retirement Pension

Condition for Pension First day of the month following his last day of employment after his Normal Retirement Date.

Amount of Pension The greater of (1) actuarial equivalent of the normal retirement benefit based on Credited Participation and Benefit Level at Normal Retirement Date and (2) the monthly benefit applicable to the Participant, based on his total Credit Participation and Benefit Level at the actual retirement date.

Early Retirement Pension

Condition for Pension Age 55 and five (5) years of Vesting Service

Amount of Pension Accrued pension reduced by 0.5% for each month prior to Normal Retirement Date.

Vested Termination Pension

Condition for Pension Five (5) years of vesting service. Participant can commence benefit at termination.

Amount of Pension Accrued pension deferred to age 65. Benefits are reduced when the benefit commencement date precedes the Normal Retirement Date. The benefit is reduced by 0.5% for each month the commencement date precedes the Normal Retirement Date when commencing after age 55 and by actuarial equivalence when commencing prior to age 55.

Disability Retirement Pension

Condition for Pension Participant who become Disabled during the period he is an Employee in the active employment.

Amount of Pension Accrued Benefit is 100% vested and is payable immediately. Benefits are reduced by 0.5% for each month the benefit commencement date precedes Normal Retirement Date.

Spouse's Benefit

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

Amount of Pension The benefit which would have been payable to the spouse assuming the employee retired on the day before he 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.

Normal Form of Pension

Life Annuity, if single; actuarial equivalent of 50% contingent annuity with the spouse, if married; Three years certain and life annuity for St. Clair.

Optional Forms of Pension

50%, 75%, and 100% Contingent Annuity, Lump Sum Payment for benefits accrued before 12/31/2002 for all divisions except Michigan where full lump sums are offered, 10 Years Certain and Life Annuity, and Single Life Annuity.

Optional Form Conversion Factors

For Joint and Survivor Options:

Interest rate: 8% per year

Mortality: 1971 group Annuity Mortality Table (Male)

FIELD CONTAINER COMPANY, L.P. AND RELATED ENTITIES PENSION PLAN

EIN: 84-0772929; PN: 097

Schedule SB, Part V – Summary of Plan Provisions

For Lump Sum and Certain and Life Options:

Interest rate: Section 417(e)(3)(C) of the Code for the first calendar month preceding the applicable Plan Year in which occurs the Annuity Starting Date for the distribution.

Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the Plan Year in which occurs the Annuity Starting Date for the distribution.

Contributions

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

Summary of plan changes from the January 1, 2008 Valuation

None.

Field Container Company, L.P. and Related Entities Pension Plan

Form 5500, Schedule H, Part IV, Line 4j
 Plan Sponsor's EIN: 84-0772929
 Plan Number: 097

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

(a) Identity of party involved	(b) Description of asset	(c) Purchase price	(d) Selling price	(e) Lease rental	(f) Expense incurred w/transaction	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
Single transactions exceeding 5% of plan assets								
Artio Global Intl Equity Fund CI A	Mutual fund	\$ -	\$ 1,234,092	\$ -	\$ -	\$ 1,807,214	\$ 1,234,092	\$ (573,122)
PIMCO Real Return Bd Fund Instl CI	Mutual fund	-	721,807	-	-	780,693	721,807	(58,886)
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Series of transactions exceeding 5% of plan assets								
Artio Global Intl Equity Fund CI A	Mutual fund	-	1,734,092	-	-	2,594,307	1,734,092	(860,215)
Dreyfus Emerging Markets Fund CI A	Mutual fund	-	922,259	-	-	1,767,159	922,259	(844,900)
PIMCO High Yield Fund Instl CI	Mutual fund	-	715,262	-	-	956,142	715,262	(240,880)
PIMCO Real Return Bd Fund Instl CI	Mutual fund	-	1,271,807	-	-	1,373,261	1,271,807	(101,454)
Vanguard Index 500 Index Fund Signal Shs	Mutual fund	-	1,520,271	-	-	2,154,141	1,520,271	(633,870)
EB Temporary Investment Fund II	Short-term investment fund	-	701,541	-	-	701,541	701,541	-

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

Plan Name <u>Field Container Co., L.P. and Rel. Entities Pen. Plan</u>	EIN: <u>84-0772929</u>
Plan Sponsor's Name <u>Graphic Packaging International, Inc.</u>	PN: <u>097</u>

Describe any change in non-prescribed actuarial assumptions and justify any such change.

The interest rate for accumulating past benefits due was changed from 8.0% to the first year discount rate.

The retirement rates were changed to rates varying from age 55 to 65 from 100% at age 65.

The termination commencement assumption for active participants was changed to immediate commencement upon termination, from the prior assumption of age 65.

The expected expenses of \$280,000 were added to Target Normal Cost. No expected expenses were assumed in the prior valuation.

The form of payment assumption was changed to 90% of participants assumed to elect the Lump Sum option when available with the remaining 10% assumed to elect the normal form of payment and benefits not available in a lump sum were assumed paid in the normal form. In the prior year, participants were assumed to elect the normal form.

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

Plan Name Field Container Co., L.P. and Rel. Entities Pen. Plan
Plan Sponsor's Name Graphic Packaging International, Inc.

EIN: 84-0772929
PN: 097

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.

Attachment to 2009 Form 5500
Schedule SB, line 26 - Schedule of Active Participant Data

Plan Name Field Container Co., L.P. and Rel. Entities Pen. Plan **Plan EIN:** 84-0772929
Plan Sponsor's Name Graphic Packaging International, Inc. **PN:** 097

Attained Age	YEARS OF CREDITED SERVICE								
	Under 1			1 to 4			5 to 9		
	No.	Average	Cash Bal.	No.	Average	Cash Bal.	No.	Average	Cash Bal.
Under 25	0			4			0		
25 to 29	0			14			6		
30 to 34	0			13			13		
35 to 39	0			12			15		
40 to 44	0			13			12		
45 to 49	0			19			13		
50 to 54	0			8			15		
55 to 59	0			6			10		
60 to 64	0			7			6		
65 to 69	0			1			3		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE								
	10 to 14			15 to 19			20 to 24		
	No.	Average	Cash Bal.	No.	Average	Cash Bal.	No.	Average	Cash Bal.
Under 25	0			0			0		
25 to 29	1			0			0		
30 to 34	18			0			0		
35 to 39	36			18			0		
40 to 44	29			24			18		
45 to 49	27			29			40		
50 to 54	18			23			49		
55 to 59	7			18			33		
60 to 64	5			13			24		
65 to 69	2			1			4		
70 & up	0			0			0		

Attained Age	YEARS OF CREDITED SERVICE											
	25 to 29			30 to 34			35 to 39			40 & up		
	Average			Average			Average			Average		
	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.	No.	Comp.	Cash Bal.
Under 25	0			0			0			0		
25 to 29	0			0			0			0		
30 to 34	0			0			0			0		
35 to 39	0			0			0			0		
40 to 44	2			0			0			0		
45 to 49	12			5			0			0		
50 to 54	15			8			1			0		
55 to 59	22			13			4			0		
60 to 64	11			9			2			0		
65 to 69	2			1			1			0		
70 & up	1			0			0			0		

Schedule SB, line 32 - Schedule of Amortization Bases

Plan Sponsor's Name	Graphic Packaging International, Inc.
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PN: 097

[illegible]