

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>01/01/2008</u> and ending <u>12/31/2008</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>ALTIVITY PACKAGING SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>07/01/2006</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)	<u>ALTIVITY PACKAGING, LLC</u> <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u> <u>814 LIVINGSTON COURT, SE</u> <u>MARIETTA, GA 30067</u>		
	2b Employer Identification Number (EIN)	<u>20-4938411</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	Filed with authorized/valid electronic signature.	03/05/2011	JENNIFER LANSING-MCGRATH
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	03/09/2011	CLINT DEMETRIOU
	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") ALTIVITY PACKAGING, LLC GRAPHIC PACKAGING INTERNATIONAL, INC. 814 LIVINGSTON COURT, SE MARIETTA, GA 30067	3b Administrator's EIN 20-4938411 <hr/> 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	4b EIN <hr/> 4c PN
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5 Total number of participants at the beginning of the plan year	5	3562
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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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	116

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:
 2E 2F 2G 2J 2K 2S 3D

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)

<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 01/01/2008 and ending 12/31/2008					
A Name of plan ALTIVITY PACKAGING SAVINGS PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ALTIVITY PACKAGING, LLC				D Employer Identification Number (EIN) 20-4938411	
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: T. ROWE PRICE BLENDED STABLE VALUE					
b Name of sponsor of entity listed in (a): T. ROWE PRICE TRUST COMPANY					
c EIN-PN 52-1309931-001		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:					
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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)	
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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)	
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b Name of sponsor of entity listed in (a):					
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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 (	

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)

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
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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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2008 and ending 12/31/2008		
A Name of plan ALTIVITY PACKAGING SAVINGS PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ALTIVITY PACKAGING, LLC	D Employer Identification Number (EIN) 20-4938411	

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)	191482	0
(2) Participant contributions	1b(2)	208234	0
(3) Other.....	1b(3)		
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)	1075160	0
(9) Value of interest in common/collective trusts.....	1c(9)	9182759	0
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	44677789	0
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

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	55335424	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	55335424	0
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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)	11177314	
(B) Participants	2a(1)(B)	11134691	
(C) Others (including rollovers)	2a(1)(C)	725292	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		23037297

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)	141184	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		141184

(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(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)		608718
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(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)		-27006610
c Other income.....	2c		9265
d Total income. Add all income amounts in column (b) and enter total.....	2d		-3210146

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11173700	
(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)		11173700
f Corrective distributions (see instructions)	2f		36200
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	113312	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		113312
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11323212

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-14533358
l Transfers of assets:			
(1) To this plan.....	2l(1)		39264339
(2) From this plan	2l(2)		80066405

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		3501
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		10000000
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.).....		X	
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: 0

- 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)
GPI SAVINGS PLAN	84-0772929	007

Altivity Packaging Savings Plan

Financial Statements and

Supplemental Schedule

As of December 31, 2008 and 2007

and For the Year Ended December 31, 2008

Altivity Packaging Savings Plan

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Schedule H (Form 5500)

Part IV, Line 4(a) - Schedule of Delinquent Contributions
as of December 31, 2008

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

Independent Auditors' Report

To the Retirement Committee
Altivity Packaging Savings Plan
Marietta, Georgia

We were engaged to audit the financial statements and supplemental schedule of Altivity Packaging Savings Plan ("the Plan") as of December 31, 2008 and for the year then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2007 were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by T. Rowe Price Trust Company ("T. Rowe"), the trustee of the Plan for the year ended December 31, 2007. Their report, dated October 15, 2008, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were 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.

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 D, which was certified by T. Rowe, the trustee of the Plan, except for comparing the 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 year ended December 31, 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, have 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, 2009



Altivity Packaging Savings Plan

**Statements of Net Assets Available for Benefits
As of December 31, 2008 and 2007**

	<u>2008</u>	<u>2007</u>
ASSETS		
INVESTMENTS, at fair value	<u>\$ -</u>	<u>\$ 54,935,708</u>
RECEIVABLES		
Participant contribution	-	208,234
Employer contribution	-	191,482
Total Receivables	<u>-</u>	<u>399,716</u>
NET ASSETS AVAILABLE FOR BENEFITS, at fair value	-	55,335,424
Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	-	(54,274)
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ -</u>	<u>\$ 55,281,150</u>

See notes to financial statements.

Altivity Packaging Savings Plan

**Statement of Changes in Net Assets
Available for Benefits
For the Year Ended December 31, 2008**

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

CONTRIBUTIONS

Participant	\$ 11,134,691
Employer	11,177,314
Rollover	<u>725,292</u>
Total Contributions	<u>23,037,297</u>

INTEREST AND DIVIDENDS

3,224,077

TOTAL ADDITIONS

26,261,374

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Net depreciation in fair value of investments	29,426,511
Benefits paid to participants	11,209,900
Administrative expenses	<u>104,047</u>

TOTAL DEDUCTIONS

40,740,458

NET DECREASE BEFORE TRANSFERS

(14,479,084)

Transfers to Plan	39,264,339
Transfers from Plan	<u>(80,066,405)</u>

TRANSFERS, NET

(40,802,066)

NET DECREASE

(55,281,150)

NET ASSETS AVAILABLE FOR BENEFITS

Beginning of Year	<u>55,281,150</u>
End of Year	<u>\$ -</u>

See notes to financial statements.

Altivity Packaging Savings Plan

Notes to Financial Statements

A. DESCRIPTION OF THE PLAN

The following description of the Altivity Packaging Savings Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General. The Plan is a defined contribution plan established July 1, 2006. The Plan was sponsored by Altivity Packaging, LLC ("the Company"). On January 23, 2007, the Benefits Committee of the Company approved the merger of the Field Container Company, L.P. Tax Deferred Savings Plan (Salary) into the Plan effective January 1, 2008. On March 10, 2008, the Company was acquired by Graphic Packaging Holding Company at which time Graphic Packaging International, Inc. became the Plan's sponsor. Effective January 1, 2008, the Plan was amended and restated. Effective January 1, 2009, the Plan merged into the GPI Savings Plan.

The Plan covers substantially all salaried and non-union hourly employees of the Company who have completed one month of continuous service. If the employee is temporary or seasonal, such employee is eligible to participate in the Plan after completing one year of service. A participant is credited with one year of service upon completion of 1,000 hours. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions. Each year, participants may contribute up to 75% of pre-tax annual compensation, as defined in the Plan, not to exceed certain Internal Revenue Code ("IRC") limits. Participants may also make after-tax contributions up to 20% of compensation, although in no event may pre-tax and after-tax contributions exceed 75% of eligible compensation. In addition, participants may contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan automatically enrolls participants into the Plan, at 3% of compensation, upon meeting eligibility requirements. In addition, the Plan automatically increases the participant's contribution rate by 1% January 1 of each year. If the participant does not wish to participate or have their contribution rate increased annually, they are allowed to opt out.

Effective January 1, 2008, a safe harbor matching contribution will be made each year in the amount of 100% of the employee's pre-tax contribution up to 3% of eligible compensation and 50% of the next 2% of eligible compensation. In addition, the Company makes an additional mandatory matching contribution in the amount of 3% of eligible compensation. The Plan does not match any participant voluntary after-tax contributions.

Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of the Company's contributions and Plan earnings and charged with withdrawals and allocation of administrative expenses and Plan losses. Allocations are based on participant earnings, participant contributions or account balances, as defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Notes to Financial Statements (Continued)

Vesting. Participants are immediately vested in their contributions and safe harbor contributions plus actual earnings thereon. Vesting in the Company's matching contribution portion of their account is based on years of continuous service. Participants are 100% vested on a graduated scale after five years of credited service. If continuous service is terminated by death, disability or retirement a participant is immediately 100% vested.

Payment of Benefits. A participant is entitled to a distribution of 100% of his or her account balance upon retirement, death or disability. Upon termination of service for any other reason, a participant may elect to receive the value of the vested portion of their account as a direct rollover to a qualified plan, lump-sum payment, installment payment or partial payments. A participant may take a distribution in the event of financial hardship if all requirements are met as specified by the Plan document.

Participant Loans. Participants may borrow from their accounts in amounts equal to a maximum of \$50,000 or 50% of their vested account balance, whichever is less. The loans are secured by the balance in the participant's account and bear varying rates of interest, which are commensurate with local prevailing rates as determined by the Plan administrator. Interest rates range from 4.0% to 8.25% per annum on loans outstanding at December 31, 2008. Principal and interest is paid ratably through payroll deductions.

Forfeited Accounts. Forfeitures are first used to pay any Plan expenses not paid by the Company and are then used to reduce future employer contributions. At December 31, 2008 and 2007 forfeited, nonvested accounts totaled \$0 and \$19,510, respectively. In 2008, employer contributions were reduced by \$425,670 from forfeited nonvested accounts.

Administrative Expenses. With the exception of certain administrative costs, costs of administering the Plan are paid by the Company. These costs include legal, accounting and administrative fees.

B. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared under the accrual basis of accounting, in accordance with accounting principles generally accepted in the United States of America.

Fully-Benefit Responsive Investment Contracts. As described in Financial Accounting Standards Board Staff Position, FSP AAG INV-1 and SOP 94-4-1, *Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans (the "FSP")*, investment contracts held by a defined-contributions plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in a common/collective trust which invests in investment contracts. The Statement of Net Assets Available for Benefits, as of December 31, 2007, presents the fair value of the investment in the common/collective trust as well as the adjustment of the fully benefit responsive investments from fair value to contract value relating to

Notes to Financial Statements (Continued)

investment contracts. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Investment Valuation and Income Recognition. The Plan's investments are reported at fair value. Fair value is the amount 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 (the exit price). Following is a description of the valuation methodologies used for assets at fair value as of December 31, 2007:

Common/collective trust: The Plan invests in the T. Rowe Price Stable Value Common Trust Fund, which invests primarily in guaranteed investment contracts ("GICS") issued by insurance companies, investment contracts issued by banks and synthetic investment contracts ("SICS") issued by banks, insurance companies and other issuers. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. The fair value of the Plan's interest in the common/collective trust is determined by the net asset value as reported by the trust on the valuation date which is determined by the underlying investments as follows: The fair value of GICs is generally determined by discounting the scheduled future payments required under the contract using an interpolated market rate for contracts with maturities comparable to the average remaining life of the contract being valued. GIC fair value reflects interest accrued on the contract, assuming the contract is held to maturity and, therefore, not subject to any adjustments that could be assessed by the issuer for certain types of withdrawals or early surrender by the trust. The fair value of wrap contracts reflects the discounted present value of the difference between the current wrap contract cost and its replacement cost, based on issuer quotes. For assets other than investment contracts, including assets underlying SICS, fair value generally is reflected by market value at the close of business on the valuation date. Debt securities generally are traded in the over-the-counter market. Debt securities with original maturities of one year or more at the time of acquisition are valued at prices furnished by dealers who make markets in such securities or by an independent pricing service, which considers the yield or price of bonds of comparable quality, coupon, maturity, and type, as well as prices quoted by dealers who make markets in such securities. Debt securities with remaining maturities of less than one year at the time of acquisition generally use amortized cost to approximate fair value. However, if amortized cost is deemed not to reflect fair value, the securities are valued at prices furnished by dealers who make markets in such securities or by an independent pricing service.

Mutual funds: Valued at net asset value of shares held by the Plan at year end.

Participant loans: Valued at amortized cost, which approximates fair value.

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.

Management fees and operating expenses charged to the Plan 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.

Notes to Financial Statements (Continued)

Risks and Uncertainties. The Plan invests in mutual funds and a common/collective trust which invest in various investment securities. Investment securities are exposed to various risks, such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements.

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

Payment of Benefits. Benefits are recorded when paid.

New Accounting Pronouncements. In September 2006, the Financial Accounting Standards Board ("FASB") issued Statement of Financial Accounting Standards ("SFAS") No. 157, *Fair Value Measurements* ("SFAS 157"). SFAS 157 defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. SFAS 157 applies to reporting periods beginning after November 15, 2007. The Plan has adopted SFAS 157. There was no material impact to the financial statements of the Plan upon adoption of SFAS 157.

C. INVESTMENTS (UNAUDITED INFORMATION)

All investments are participant directed. 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, 2007. There were no investments as of December 31, 2008.

	2007
T. Rowe Price Stable Value Common Trust Fund	\$ 9,182,759
American Beacon Large Cap Value	6,916,557
Vanguard Small Cap Group Index	3,501,119
PIMCO Total Return Admin	3,620,704
Julius Baer International Equity II	3,218,794
T. Rowe Price Blue Chip Growth Fund	11,708,195
Vanguard Mid Cap Index Signal	3,293,554

During the year ended December 31, 2008, the Plan's investments in mutual funds (including gains and losses on investments bought, sold, and held during the year) depreciated in value by \$29,426,511.

Notes to Financial Statements (Continued)

D. INFORMATION CERTIFIED BY TRUSTEE

The following is a summary of unaudited information regarding the Plan as of December 31, 2008 and 2007, and for the year ended December 31, 2008, included in the Plan's financial statements and supplemental schedule, that was prepared by or derived from information prepared by T. Rowe and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	<u>2008</u>	<u>2007</u>
Statements of net assets available for benefits:		
Investments, at fair value	\$ -	\$ 45,752,949
Investments, at contract value	-	9,128,485
Statement of changes in net assets available for benefits:		
Interest and dividends	3,224,077	
Net depreciation in fair value of investments	(29,426,511)	
Transfers, net	(40,802,066)	

E. FEDERAL INCOME TAX STATUS

On January 1, 2008, the Plan was restated. The Company has not submitted the new plan document to the Internal Revenue Service ("IRS") for approval. However, the Company and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. Therefore, no provision for income taxes has been included in the Plan's financial statements.

F. PARTY-IN-INTEREST TRANSACTIONS

Certain plan investments are shares of mutual funds and a common/collective trust managed by T. Rowe. T. Rowe is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions. T. Rowe receives administrative fees from the Plan.

G. DELINQUENT CONTRIBUTIONS

During the year ended December 31, 2008, there were late contributions relating to employee deferrals of \$664. The contributions were deposited into the Plan during 2008 and the Company is in the process of taking corrective action including the calculation of lost earnings and expects to deposit the lost earnings to the GPI Savings Plan for the affected participants no later than December 31, 2009.

Notes to Financial Statements (Continued)

H. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31, 2007. There were no differences as of December 31, 2008

	<u>2007</u>
Net assets available for benefits per the financial statements	\$ 55,281,150
Adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>54,274</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 55,335,424</u>

The following is a reconciliation of the net decrease in net assets available for benefits per the financial statements to Schedule H of Form 5500 as of December 31, 2008.

	<u>2008</u>
Net decrease in net assets available for benefits per the financial statements	\$ (55,281,150)
Adjustment from contract value to fair value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>(54,274)</u>
Net decrease in net assets available for benefits per Schedule H of Form 5500	<u>\$ (55,335,424)</u>

I. TRANSFERS, NET

During 2008, participant accounts, totaling \$66,729, were transferred from the Altivity Packaging Savings Plan for Union Hourly Employees due to changes in the participant's work status from hourly to salaried.

On January 1, 2008, the Field Contractor Company, L.P. Tax Deferred Saving Plan (Salary) merged into the Plan. A total of \$39,197,610 in participant accounts merged into the Plan.

Effective March 10, 2008, the Company merged with Graphic Packaging International, Inc. As a result of the merger, the Plan was amended to merge into the GPI Savings Plan as of January 1, 2009. On December 31, 2008, net assets totaling \$80,066,405 were transferred out of the Plan.

J. PLAN TERMINATION

As a result of the Plan merger into the GPI Savings Plan, the Plan Sponsor elected to terminate the Plan effective January 1, 2009.

Supplemental Schedule

Form 5500, Schedule H, Part IV, Line 4(a)
Plan Sponsor's EIN: 84-0772929
Plan Number: 007

Altivity Packaging Savings Plan

***Schedule of Delinquent Contributions
For the Year Ended December 31, 2008***

<u>Identity of issue</u>	<u>Description</u>	<u>Cost</u>
Plan Sponsor	2008 Participant Contributions	\$ 664

Late contributions relate to participant deferrals from payroll. The contributions were deposited into the Plan during 2008, and the Company is in the process of calculating lost earnings which will be deposited into the GPI Savings Plan for the affected participants by December 31, 2009.

**SCHEDULE C
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Service Provider Information**This schedule is required to be filed under section 104 of the
Employee Retirement Income Security Act of 1974.► **File as an attachment to Form 5500.**

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar plan year 2008 or fiscal plan year beginning 01/01/2008 , and ending 12/31/2008 ,

A Name of plan ALTIVITY PACKAGING SAVINGS PLAN	B Three-digit plan number ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ALTIVITY PACKAGING, LLC	D Employer Identification Number 20-4938411

Part I Service Provider Information (see instructions)

- 1** Enter the total dollar amount of compensation paid by the plan to all persons, other than those listed below, who received compensation during the plan year: **1** 4563
- 2** On the first item below list the contract administrator, if any, as defined in the instructions. On the other items, list service providers in descending order of the compensation they received for the services rendered during the plan year. List only the top 40. 103-12 IEs should enter N/A in (c) and (d).

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
		Contract administrator
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
		12

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position
DIMEO AND SCHNIEDER	36-4001754	ADMINISTRATOR
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan
NONE		70159
		13

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 **Schedule C (Form 5500) 2008**

(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
WOLF COMPANY	36-2985665	ADMINISTRATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		17000	13
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
THOMPSON AND HINES	34-0575300	ADMINISTRATOR	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		12280	13
(a) Name	(b) Employer identification number (see instructions)	(c) Official plan position	
T. ROWE PRICE	52-1714114	RECORDKEEPER	
(d) Relationship to employer, employee organization, or person known to be a party-in-interest	(e) Gross salary or allowances paid by plan	(f) Fees and commissions paid by plan	(g) Nature of service code(s) (see instructions)
NONE		9310	24



Part II Termination Information on Accountants and Enrolled Actuaries (see instructions)

(a) Name ERNST & YOUNG LLP (b) EIN 34-6565596

(c) Position AUDITOR
5451 LAKEVIEW PARKWAY SOUTH DRIVE

(d) Address INDIANAPOLIS IN 46268

(e) Telephone No. 317-280-3400

Explanation: COMPANY MERGED/COMBINED IN 2008 AND ACQUIRING PLAN SPONSOR
CENTRALIZED ALL VENDORS RESULTING IN NEW ACCOUNTING FIRM.

(a) Name (b) EIN

(c) Position

(d) Address

(e) Telephone No.

Explanation:

(a) Name (b) EIN

(c) Position

(d) Address

(e) Telephone No.

Explanation:



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

Pension Benefit Guaranty Corporation

Retirement Plan InformationThis schedule is required to be filed under sections 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.**

Official Use Only

OMB No. 1210-0110

2008**This Form is Open to
Public Inspection.**

For calendar year 2008 or fiscal plan year beginning 01/01/2008 , and ending 12/31/2008 ,

A Name of plan ALTIVITY PACKAGING SAVINGS PLAN	B Three-digit plan number ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ALTIVITY PACKAGING, LLC	D Employer Identification Number 20-4938411

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.	1 \$ 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the plan year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 52-1481931	
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

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

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

If the plan is a defined benefit plan, go to line 7.

5 If a waiver of the minimum funding standard for a prior plan year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ► 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.

6a 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 7 and 8 and complete line 9.

7 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

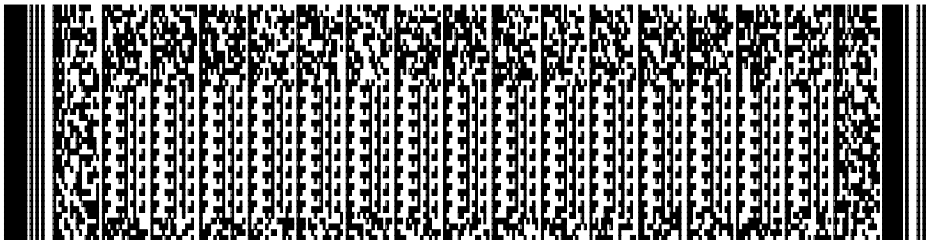
Part III Amendments

8 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. (See instructions.) ☐ Increase ☐ Decrease ☐ No

Part IV Coverage (See instructions.)

9 Check the box for the test this plan used to satisfy the coverage requirements ☒ ratio percentage test ☐ average benefit test

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500. v11.3 Schedule R (Form 5500) 2008



Attachment to 2009 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name Altivity Packaging Savings Plan **EIN:** 20-4938411
Plan Sponsor's Name Altivity Packaging, LLC **PN:** 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐	0	0	3,501	0