

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), 6057(b), 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
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</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>SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>060</u></td> </tr> <tr> <td>1c Effective date of plan</td> <td><u>09/01/1948</u></td> </tr> </table>	1b Three-digit plan number (PN) ►	<u>060</u>	1c Effective date of plan	<u>09/01/1948</u>		
1b Three-digit plan number (PN) ►	<u>060</u>						
1c Effective date of plan	<u>09/01/1948</u>						
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ROCKTENN CP, LLC</u> <u>504 THRASHER STREET</u> <u>NORCROSS, GA 30071</u>	<table border="1"> <tr> <td>2b Employer Identification Number (EIN)</td> <td><u>36-2041256</u></td> </tr> <tr> <td>2c Sponsor's telephone number</td> <td><u>770-448-2193</u></td> </tr> <tr> <td>2d Business code (see instructions)</td> <td><u>322100</u></td> </tr> </table>	2b Employer Identification Number (EIN)	<u>36-2041256</u>	2c Sponsor's telephone number	<u>770-448-2193</u>	2d Business code (see instructions)	<u>322100</u>
2b Employer Identification Number (EIN)	<u>36-2041256</u>						
2c Sponsor's telephone number	<u>770-448-2193</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>10/15/2012</u>	<u>JOHN STAKEL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") ROCKTENN CP, LLC 504 THRASHER STREET NORCROSS, GA 30071	3b Administrator's EIN 36-2041256 3c Administrator's telephone number 770-448-2193
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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 4c PN
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5 Total number of participants at the beginning of the plan year	5	18825
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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	2150
b Retired or separated participants receiving benefits.....	6b	8029
c Other retired or separated participants entitled to future benefits.....	6c	8161
d Subtotal. Add lines 6a , 6b , and 6c	6d	18340
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	422
f Total. Add lines 6d and 6e	6f	18762
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	60

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:
 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)	9b Plan benefit arrangement (check all that apply)
(1) ☒ Insurance	(1) ☒ Insurance
(2) ☐ Code section 412(e)(3) insurance contracts	(2) ☐ Code section 412(e)(3) insurance contracts
(3) ☒ Trust	(3) ☒ Trust
(4) ☐ General assets of the sponsor	(4) ☐ General assets of the sponsor

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

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) ☒ 1 **A** (Insurance Information)
(4) ☒ **C** (Service Provider Information)
(5) ☒ **D** (DFE/Participating Plan Information)
(6) ☐ **G** (Financial Transaction Schedules)

<div><div>SCHEDULE A</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>	<div>Insurance 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>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ▶	060
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKTENN CP, LLC	D Employer Identification Number (EIN) 36-2041256	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier AXA EQUITABLE

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
		316-1370-2047		01/01/2011	12/31/2011

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in item 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
0	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).
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(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

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	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☐ other ▶

b Balance at the end of the previous year	7b	944339
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	19668
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	19668
d Total of balance and additions (add b and c(6))	7d	964007
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	19846
(2) Administration charge made by carrier	7e(2)	5024
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	24870
f Balance at the end of the current year (subtract e(5) from d)	7f	939137

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, item 2 above, report amount.	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

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 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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>SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>060</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ROCKTENN CP, LLC</u>	D Employer Identification Number (EIN) <u>36-2041256</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>2011</u>	
2 Assets:	
a Market value	2a <u>1007994760</u>
b Actuarial value	2b <u>937482174</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment	3a <u>8144</u> (1) Number of participants <u>831076645</u> (2) Funding Target
b For terminated vested participants	3b <u>8218</u> <u>339889604</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>200457517</u>
(2) Vested benefits	3c(2) <u>200457517</u>
(3) Total active	3c(3) <u>2521</u> <u>200457517</u>
d Total	3d <u>18883</u> <u>1371423766</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a <u>6.22 %</u>
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b <u>6715324</u>
5 Effective interest rate	5 <u>6.22 %</u>
6 Target normal cost	6 <u>6715324</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>10/09/2012</u>
Signature of actuary	Date
<u>PENNY A. BAILEY, FSA</u>	<u>11-05451</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	
Firm name	Telephone number (including area code)
<u>701 MARKET STREET, SUITE 1100</u> <u>SAINT LOUIS, MO 63101-1867</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) 2011
v.012611

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 (line 13 from prior year)	1039410	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	983233	
9	Amount remaining (line 7 minus line 8)	56177	
10	Interest on line 9 using prior year's actual return of <u>12.85</u> %	7219	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		11808501
b	Interest on (a) using prior year's effective rate of <u>6.64</u> % except as otherwise provided (see instructions)		845143
c	Total available at beginning of current plan year to add to prefunding balance		12653644
d	Portion of (c) to be added to prefunding balance		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	63396	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	68.35 %
15	Adjusted funding target attainment percentage	15	68.36 %
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	72.42 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	68.36 %

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
04/13/2011	13600000				
07/08/2011	13600000				
08/08/2011	375000				
10/03/2011	16200000				
01/10/2012	16200000				
09/06/2012	44600000				
Totals ▶			18(b)	104575000	18(c)

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 contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 361666
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 97564637
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
0	0
(3) 3rd	(4) 4th
0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 61
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 contributions for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	6715324	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	434004988	90719718	
b Waiver amortization installment			
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 (lines 31a - 31b + 32a + 32b - 33)...	34	97435042	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			
36 Additional cash requirement (line 34 minus line 35)	36	97435042	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	97564637	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	129595	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40		

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☒ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☒ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	17184618	
43 Excess installment acceleration amount to be carried over to future plan years	43	34638573	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department 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 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>060</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKTENN CP, LLC</u>	D Employer Identification Number (EIN) <u>36-2041256</u>

Part I Service Provider Information (see instructions)

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)

MERCER

13-2834414

(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		1490193	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

JENNISON

52-2069785

(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?
28		393524	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

LOOMIS, SAYLES & CO.

04-3200030

(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?
28		311901	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

ABERDEEN

51-0368279

(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?
28		288390	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

MORGAN STANLEY

13-3040307

(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?
28		260347	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

BLACKROCK

94-3112180

(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?
28		228999	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

BNY MELLON

13-2614959

(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?
21		209630	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

NETOLS

39-2013954

(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?
28		159642	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

T. ROWE PRICE

52-0556948

(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?
28		146838	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

WADDELL & REED

48-1106973

(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?
28		119890	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

WESTERN

95-2705767

(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?
28		101851	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

DRESDNER/RCM

94-3244780

(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?
28		89321	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

BARROW HANLEY

75-2403190

(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?
28		82625	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

SOUTHEASTERN ASSETS

62-0951781

(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?
28		52057	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

STATE STREET GLOBAL ADVISORS

05-0025081

(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?
28		42768	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

WILLIAM BLAIR

36-3092291

(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?
28		25389	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

JANUS

14-1998523

(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?
28		24222	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

PEREGRINE CAPITAL

41-6257136

(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?
28		24069	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

EAGLE CAPITAL

72-1467823

(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?
28		22988	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

HARRIS ASSOCIATES LP

04-3276558

(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?
28		19994	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

SHAPIRO CAPITAL MANAGEMENT

20-4196445

(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?
28		19359	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

ROGERS CASEY

03-0393028

(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?
27		15351	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

ERNST & YOUNG

34-6565596

(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?
10		14461	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

ADVISORY RESEARCH

36-2831881

(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?
28		14326	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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)

LONDON COMPANY

90-0824693

(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?
28		9721	Yes ☐ No ☒	Yes ☐ No ☒	0	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: ERNST & YOUNG	b EIN: 34-6565596
c Position: ACCOUNTANT	
d Address: 190 CARONDELET PLAZA ST. LOUIS, MO 63105	e Telephone: 314-290-1000
Explanation: ROCKTENN CP MADE THE DECISION TO CHANGE VENDORS FOR SERVICES. THERE WAS NO SPECIFIC ISSUE FOR THE CHANGE IN VENDOR.	

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:	

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

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>060</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROCKTENN CP, LLC</u>	D Employer Identification Number (EIN) <u>36-2041256</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMURFIT STONE CONT CORP MASTER TRUS

b Name of sponsor of entity listed in (a): ROCKTENN CP, LLC

c EIN-PN <u>36-2041256-500</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1001787558</u>
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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)
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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)
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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)
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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 (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
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code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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
		2011
		This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ►	060
C Plan sponsor's name as shown on line 2a of Form 5500 ROCKTENN CP, LLC	D Employer Identification Number (EIN) 36-2041256	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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)	0	60800000
(2) Participant contributions	1b(2)		
(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)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1008328268	1001787558
(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)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	944339	939137
(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	1009272607	1063526695

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1341572	690070
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1341572	690070

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1007931035	1062836625
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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) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	104575000	
(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)		104575000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	19668	
(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)		19668
(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)		
(3) Rents	2b(3)		
(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)		

		(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)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		45838337
(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)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		150433005

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	86944896	
(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)		86944896
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)	1521546	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	2439202	
(4) Other	2i(4)	4621771	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8582519
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		95527415

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		54905590
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: MOORE COLSON

(2) EIN: 58-1653941

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		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.		X	

- 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 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>SMURFIT-STONE CONTAINER CORP PENSION PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>060</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCKTEEN CP, LLC</u>	D Employer Identification Number (EIN) <u>36-2041256</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
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>13-2614959</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>5</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 (include any prior year accumulated funding deficiency not waived)	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 or other authority 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
-----------------	-------------------

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. 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.
----------------	---

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

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: 0.0% Investment-Grade Debt: 0.0% High-Yield Debt: 0.0% Real Estate: 0.0% Other: 100.0%

- 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):

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES

INDEX OF FINANCIAL STATEMENTS

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Independent Auditor's Report	
Financial Statements:	
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Statements of Changes in Net Assets Available for Benefits for the Years Ended December 31, 2011 and 2010	2
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Schedule of Assets (Held at End of Year) - Form 5500, Schedule H - Part IV, Line 4(i) -	15
* Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Smurfit-Stone Container Corporation
Pension Plan for Salaried Employees

We were engaged to audit the accompanying statement of net assets available for benefits of Smurfit-Stone Container Corporation Pension Plan for Salaried Employees (the "Plan") as of December 31, 2011, and the related statement of changes in net assets available for benefits for the year then ended, and the supplemental schedule H, Part IV, Line 4(i) - Schedule of Assets (Held at End of Year) as of December 31, 2011. These financial statements and supplemental schedule are the responsibility of the Plan's management. The financial statements of the Plan as of December 31, 2010 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 The Bank of New York Mellon, the trustee of the Plan. Their report, dated October 13, 2011, 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 3, which was certified by The Bank of New York Mellon, the trustee, 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 year ended December 31, 2011, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information in the Plan's 2011 financial statements and supplemental schedule that we did not audit, we are unable to, and do not, express an opinion on the accompanying 2011 financial statements and supplemental schedule taken as a whole. The supplemental schedule is presented for the purpose of additional analysis and is not a required part of the financial statements but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The form and content of the information included in the 2011 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.

Marietta, Georgia
_____, 2012

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
<u>ASSETS</u>		
ASSETS:		
Investment in Smurfit-Stone Container Corporation		
Defined-Benefit Master Trust, at fair value	\$ 1,001,788,000	\$ 1,008,328,000
Group annuity contracts	939,000	945,000
Employer contributions receivable	<u>60,800,000</u>	<u>-</u>
Total assets	<u>1,063,527,000</u>	<u>1,009,273,000</u>
LIABILITIES:		
Accrued expenses	<u>690,000</u>	<u>1,342,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,062,837,000</u>	<u>\$ 1,007,931,000</u>

See notes to financial statements.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	\$ 104,575,000	\$ 72,300,000
Interest on group annuity contracts	20,000	46,000
Plan interest in Smurfit-Stone Container Corporation Defined-Benefit Master Trust investment income	<u>45,838,000</u>	<u>116,992,000</u>
Total additions	<u>150,433,000</u>	<u>189,338,000</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	86,945,000	84,268,000
Administrative expenses	<u>8,582,000</u>	<u>10,417,000</u>
Total deductions	<u>95,527,000</u>	<u>94,685,000</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	54,906,000	94,653,000
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	<u>1,007,931,000</u>	<u>913,278,000</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	<u>\$ 1,062,837,000</u>	<u>\$ 1,007,931,000</u>

See notes to financial statements.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

1. DESCRIPTION OF PLAN

The following description of the Smurfit-Stone Container Corporation Pension Plan for Salaried Employees (the “Plan”) provides only general information. Participants should refer to the Summary Plan Description for a complete description of the Plan’s provisions.

A. General

The Smurfit-Stone Container Corporation Pension Plan for Salaried Employees is a non-contributory, defined benefit pension plan covering eligible salaried employees of Smurfit-Stone Container Enterprises, Inc. and certain subsidiaries. Smurfit-Stone Container Enterprises, Inc. is a wholly-owned subsidiary of Smurfit-Stone Container Corporation. On May 27, 2011, Smurfit Stone Container Corporation merged with and into a subsidiary of Rock-Tenn Company who assumed sponsorship of the Plan. Rock-Tenn Company and participating subsidiaries (collectively the “Company” or “Plan Sponsor”) continues to be the sponsor and administrator of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

B. Benefits and Vesting

Benefits are generally based on the participant’s final average earnings and credited service under the Plan and are paid at either the participant’s early or normal retirement date. Lump-sum distributions from the Plan are partially restricted until further notice under Section 436 of the Internal Revenue Code (“IRC”), as enacted by the Pension Protection Act of 2006. Participants may, however, still elect to take a 50% lump-sum distribution with the remaining 50% paid out as an annuity.

As of December 31, 2008, the benefits under the Plan were frozen and no new participants were allowed into the Plan subsequent to that date. As a result, salaried employees have not accrued additional benefits under the Plan after December 31, 2008.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles (“GAAP”).

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Investments

For the years ended December 31, 2011 and 2010, substantially all assets are held in the Smurfit-Stone Container Corporation Defined-Benefit Master Trust ("Master Trust"). The Master Trust holds assets on behalf of the Smurfit-Stone Container Corporation Pension Plan for Salaried Employees and the Smurfit-Stone Container Corporation Pension Plan for Hourly Employees.

C. Administrative Expenses

Certain expenses incurred in administration or operation of the Master Trust are paid from the assets of the Master Trust and allocated to each participating plan. Such expenses are allocated monthly either specifically to the plan they relate to or to each participating plan based on their relative beginning of year net asset balances.

D. Payment of Benefits

Benefit payments are recorded when distributed.

E. Risks and Uncertainties

The Plan invests in various investment securities primarily through the Master Trust. Investment securities, in general, are exposed to various risks such as interest rate risk, credit risk, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that, such changes could materially affect the amounts reported in the financial statements.

F. Actuarial Present Value of Accumulated Plan Benefits Obligation

The accumulated plan benefits obligation (see Note 7) represents estimated future periodic payments, including lump-sum distributions, to be made in accordance with the Plan's provisions with respect to service which employees have rendered to the valuation date. It includes 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 for retired or terminated employees or their beneficiaries are based on employees' compensation during their last five years of credited service. The accumulated plan benefits for active employees are based on their average compensation during the five years preceding December 31, 2008. Benefits payable under all circumstances (retirement, death, disability, and termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date. The effect of plan amendments on accumulated plan benefits is recognized in the year in which such amendments become effective.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Actuarial Present Value of Accumulated Plan Benefits Obligation (Continued)

The actuarial present value of the accumulated plan benefits obligation is determined by an independent actuary and represents the amount which results from applying actuarial assumptions to adjust the accumulated plan benefits obligation 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.

The significant actuarial assumptions used in the valuations as of January 1, 2011 and 2010 were as follows:

	<u>2011</u>	<u>2010</u>
Discount Rate	7.75%	8.50%
Mortality Table	RP-2000 Combined Active/Retiree Healthy Mortality Table for males and females with a White Collar Adjustment and mortality improvements projected to 2017 with Scale AA	RP-2000 Combined Active/Retiree Healthy Mortality Table for males and females with no Collar Adjustment and mortality improvements projected to 2015 with Scale AA
Lump sums	Three-tier segment rates were: 2.00%/5.25%/6.00% and the 30-year Treasury rate assumption was 4.35%.	Three-tier segment rates were: 2.75%.5.75%/6.25% and the 30-year Treasury rate assumption was 4.50%
Retirement Age	Active participants - Ages 55 to 65, at specific percentage rates from 5% to 100% Terminated vested participants - Age 62	Active participants - Ages 55 to 65, at specific percentage rates from 10% to 100% Terminated vested participants - Age 62

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.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

G. Use of Estimates

The preparation of financial statements in conformity with GAAP requires Plan management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

H. Reclassifications

Certain amounts in the 2010 financial statements have been reclassified to conform to the 2011 presentation. The reclassifications had no impact on net assets available for benefits.

I. Subsequent Events

The Plan has evaluated subsequent events through , 2012, the date which the financial statements were available to be issued, and there are no additional disclosable events.

3. INVESTMENT IN THE SMURFIT-STONE CONTAINER CORPORATION DEFINED - BENEFIT MASTER TRUST

The Plan assets are held in the Master Trust under the terms of a trust agreement. The Bank of New York Mellon is the Trustee of the Plan for the years ended December 31, 2011 and 2010. The value of the Plan's share of assets is presented as a single asset and the net investment experience of the Master Trust is presented as a single addition to or deduction from net assets in the accompanying financial statements. Each participating plan has an undivided interest in the Master Trust. The Master Trust assets are allocated among the participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and plan-specific expenses) that can be specifically identified and by allocating among all plans, in proportion to each plan's beneficial interest in the Master Trust, income (loss) and expenses resulting from the collective investment of the assets of the Master Trust. At December 31, 2011 and 2010, the Plan's pro rata share of the net assets available for benefits under the Master Trust was approximately 53%. The condensed statements of net assets and statements of changes in net assets of the Master Trust are presented in Note 10.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

3. INVESTMENT IN THE SMURFIT-STONE CONTAINER CORPORATION DEFINED - BENEFIT MASTER TRUST (Continued)

For the years ended December 31, 2011 and 2010, the Plan administrator elected, as permitted by Section 2520.103 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, to have certain financial information certified by the Trustee, The Bank of New York Mellon. The following information included in the Master Trust's December 31, 2011 and 2010 financial statements was prepared by the Trustee and furnished to the Plan administrator.

	December 31,	
	2011	2010
Statements of Net Assets Available for Benefits:		
Investments certified:		
Short-term investments	\$ 52,715,000	\$ 33,899,000
Government fixed income securities	81,725,000	278,416,000
Corporate debt instruments	297,823,000	484,094,000
Common stocks	76,127,000	464,830,000
Mutual funds	351,502,000	-
Other	9,262,000	14,977,000
Total certified investments	<u>\$ 869,154,000</u>	<u>\$1,276,216,000</u>
Statements of Changes in Net Assets Available for Benefits:		
Net appreciation (depreciation) of certified investments:		
Government fixed income securities	\$ 14,326,000	\$ 26,239,000
Mutual funds	(23,894,000)	-
Corporate debt instruments	54,567,000	29,902,000
Common stocks	(6,029,000)	64,220,000
Other	8,488,000	477,000
Total net appreciation of investments from certified investments	<u>\$ 47,458,000</u>	<u>\$ 120,838,000</u>
Dividends and interest from certified investments	<u>\$ 45,051,000</u>	<u>\$ 43,396,000</u>

The Plan administrator has obtained certifications from the Trustee that the above information as of and for the years ended for December 31, 2011 and 2010 is complete and accurate.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

4. FAIR VALUE MEASUREMENTS

The FASB has established a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes 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 (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy 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 level of any input that is significant to the fair value measurement.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

4. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value as of December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Cash equivalents ^(a)	\$ 52,715,000	\$ -	\$ -	\$ 52,715,000
Government fixed income securities:				
U.S. Treasury ^(b)	62,272,000	-	-	62,272,000
Other ^(b)	-	19,453,000	-	19,453,000
Corporate debt instruments ^(c)	-	297,823,000	-	297,823,000
Common stocks ^(d)	76,127,000	-	-	76,127,000
Mutual funds ^(e)	351,502,000	-	-	351,502,000
Common/collective trust funds:				
Equity - U.S. ^(f)	-	313,982,000	-	313,982,000
Equity - International ^(f)	-	244,621,000	-	244,621,000
Fixed income ^(f)	-	222,187,000	-	222,187,000
Limited partnerships ^(g)	-	41,391,000	203,203,000	244,594,000
Other ^(h)	-	15,448,000	-	15,448,000
Total assets at fair value	<u>\$ 542,616,000</u>	<u>\$ 1,154,905,000</u>	<u>\$ 203,203,000</u>	<u>\$ 1,900,724,000</u>

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value as of December 31, 2010:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Cash equivalents ^(a)	\$ 33,899,000	\$ -	\$ -	\$ 33,899,000
Government fixed income securities:				
U.S. Treasury ^(b)	134,349,000	-	-	134,349,000
Other ^(b)	-	144,067,000	-	144,067,000
Corporate debt instruments ^(c)	-	484,094,000	-	484,094,000
Common stocks ^(d)	464,830,000	-	-	464,830,000
Common/collective trust funds:				
Equity - U.S. ^(f)	-	153,830,000	-	153,830,000
Equity - International ^(f)	-	333,168,000	-	333,168,000
Fixed income ^(f)	-	66,478,000	-	66,478,000
Limited partnerships ^(g)	-	-	31,194,000	31,194,000
Pooled separate accounts ⁽ⁱ⁾	-	10,345,000	-	10,345,000
Other ^(h)	-	21,605,000	-	21,605,000
Total assets at fair value	<u>\$ 633,078,000</u>	<u>\$ 1,213,587,000</u>	<u>\$ 31,194,000</u>	<u>\$ 1,877,859,000</u>

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

4. FAIR VALUE MEASUREMENTS (Continued)

The following is a description of the valuation methodologies used for the Master Trust's assets measured at fair value.

- (a) Cash equivalents: Valued at \$1.00/unit, which approximates fair value. Amounts are generally invested in interest-bearing accounts.
- (b) Government fixed income securities: These investments include U.S. treasury securities, which are valued at the closing price reported on the major market on which the individual security is traded and classified within Level 1 of the valuation hierarchy, as well as other securities that are valued using credit risk spreads determined from the new issue market and dealer quotes, which is then added to the U.S. Treasury curve. These investments are classified within Level 2 of the valuation hierarchy.
- (c) Corporate debt instruments: These investments are valued by third-party pricing services using credit risk spreads determined from the new issue market and dealer quotes, which is then added to the U.S. Treasury curve. These investments are classified within Level 2 of the valuation hierarchy.
- (d) Common stocks: These investments are valued at the closing price reported on the major market on which the individual securities are traded. Such investments are classified within Level 1 of the valuation hierarchy.
- (e) Mutual funds: These investments are valued using the Net Asset Value ("NAV") of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within Level 1 of the valuation hierarchy.
- (f) Common collective trust funds: These investments are valued using the net asset value ("NAV") provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. Included in these funds is an investment in an emerging market for which the Master Trust is required to provide a 30-day notice if it wants to liquidate its investment. There are no material restrictions on the redemption of the remaining common collective trust funds. Such investments are classified within Level 2 of the valuation hierarchy.
- (g) Limited partnerships: These investments are valued by deriving the Master Trust's proportionate share of equity investment from audited financial statements. These investments primarily consist of private equity investments that require significant judgment on the part of the general partner due to the absence of quoted marked prices, inherent lack of liquidity, and the long-term nature of such investments. The Master Trust does not have the right to redeem its limited partnership investment at its fair value. Instead, the Master Trust will receive distributions as the underlying assets of the fund are liquidated, which would occur after each respective funding period is complete. Included in these funds are investments for which the Master Trust has funding commitments through 2013 of \$3 million and funding commitments through 2016 of \$20 million. The investments classified within Level 2 of the valuation hierarchy require that the Master Trust provide a 60-day notice if it wants to liquidate its investment. All other investments are classified within Level 3 of the valuation hierarchy.
- (h) Other: These investments are comprised of unallocated insurance contracts and municipal fixed income securities. Unallocated insurance contracts are valued at the contract values as reported by the insurance companies. The contract values of unallocated insurance contracts approximate market value. Certain restrictions exist such that penalties may result from early withdrawal of assets from the insurance company accounts or termination of the contracts. Municipal fixed income securities are valued utilizing a market approach that includes various valuation techniques and sources such as, broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data. Such investments are classified within Level 2 on the valuation hierarchy.
- (i) Pooled separate accounts: These investments are valued using the unit value provided by the insurance company. These investments are classified within Level 2 of the valuation hierarchy. All of these investments were sold during 2011.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

4. FAIR VALUE MEASUREMENTS (Continued)

The following table sets forth a summary of changes in the fair value of the Master Trust's level 3 assets for the year ended December 31, 2011:

	Fair Value, December 31, 2010	Unrealized/ Realized (Losses)	Sales	Purchases	Fair Value, December 31, 2011
Limited partnerships	<u>\$ 31,194,000</u>	<u>\$ (721,000)</u>	<u>\$ (3,432,000)</u>	<u>\$ 176,162,000</u>	<u>\$ 203,203,000</u>

5. FUNDING POLICY

The Company's funding policy is to make contributions to the Plan in amounts sufficient to provide for the participants' benefits and to satisfy the minimum funding standards of ERISA. The minimum funding requirements of ERISA required Company contributions of \$97,435,000 and \$56,842,000 in 2011 and 2010 respectively. Additionally, during the Plan year, the Plan sponsor made discretionary contributions of \$7,140,000, which includes [REDACTED] in contributions receivable recorded on the statement of net assets available for benefits at December 31, 2011.

6. 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 set forth in ERISA. Should the Plan terminate at some future time, its net assets generally may not be available to provide full benefits to all participants. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation ("PBGC") at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty, while other benefits may not be provided for at all. For further description regarding the priority of participants' claims to the assets of the Plan upon Plan termination and benefits guaranteed by the PBGC, reference is made to the information included in the Summary Plan Description provided to all participants.

During 2011 and 2010, the Company closed facilities in conjunction with its strategic initiative plan and other ongoing initiatives. However, the affected participant accrued benefits did not become immediately vested.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

7. ACCUMULATED BENEFITS OBLIGATION

The present value of accumulated benefits obligation as determined by the actuary as of January 1, 2011 and 2010 is as follows:

	January 1,	
	2011	2010
Vested benefits:		
Active participants	\$ 167,476,000	\$ 179,419,000
Inactive participants with deferred benefits	285,318,000	236,582,000
Inactive participants receiving benefits	<u>743,418,000</u>	<u>693,926,000</u>
	1,196,212,000	1,109,927,000
Nonvested benefits	<u>-</u>	<u>1,131,000</u>
Total actuarial present value of accumulated benefits obligation	<u>\$ 1,196,212,000</u>	<u>\$ 1,111,058,000</u>

Changes in the actuarial present value of accumulated benefits obligation are as follows:

Actuarial present value of accumulated benefits obligation at January 1, 2010	\$ 1,111,058,000
Assumption changes (primarily discount rate change)	83,081,000
Interest due as a result of the decrease in the discount period	90,858,000
Benefits paid	(84,269,000)
Benefits accumulated and (gains) losses	<u>(4,516,000)</u>
Actuarial present value of accumulated benefits obligation at January 1, 2011	<u>\$ 1,196,212,000</u>

8. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated January 22, 2009, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the "Code") and, therefore, the related trust is exempt from taxation. The Plan has been amended and restated since receiving the determination letter. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan administrator believes the Plan is being operated in compliance with the applicable requirements of the Code and has no income subject to business income tax and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

8. INCOME TAX STATUS (Continued)

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations by tax authorities for years prior to December 31, 2008.

9. RELATED PARTY TRANSACTIONS

The Master Trust reimburses the Company for certain administrative expenses paid by the Company on the Plan's behalf. For the years ended December 31, 2011 and 2010, approximately 5% and 3% of total administrative expenses, respectively, were paid by the Company and later reimbursed by the Master Trust.

10. MASTER TRUST STATEMENTS

The condensed statements of net assets for the Master Trust as of December 31, 2011 and 2010 are as follows:

	2011	2010
Investments at fair value:		
Cash equivalents	\$ 52,715,000	\$ 33,899,000
Government fixed income securities	81,725,000	278,416,000
Corporate debt instruments	297,823,000	484,094,000
Common stocks	76,127,000	464,830,000
Mutual funds	351,502,000	-
Common/collective trust funds	780,790,000	553,476,000
Limited partnerships	244,594,000	31,194,000
Pooled separate accounts	-	10,345,000
Insurance contracts	6,186,000	6,628,000
Other	9,262,000	14,977,000
Total investments	1,900,724,000	1,877,859,000
Receivables for interest, dividends, pending trades	5,370,000	8,967,000
Due to broker	(65,000)	-
Accrued liabilities	(350,000)	(386,000)
Net assets	<u>\$ 1,905,679,000</u>	<u>\$ 1,886,440,000</u>

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

10. MASTER TRUST STATEMENTS (Continued)

The condensed statements of changes in net assets for the Master Trust for the years ended December 31, 2011 and 2010 are as follows:

	2011	2010
Investment income:		
Dividends and interest	\$ 46,150,000	\$ 45,619,000
Net appreciation (depreciation) of investments:		
Government fixed income securities	14,326,000	26,239,000
Mutual funds	(23,894,000)	-
Corporate debt instruments	54,567,000	29,902,000
Common stocks	(6,029,000)	64,220,000
Common/collective trust funds	(3,558,000)	50,500,000
Limited partnerships	1,670,000	855,000
Pooled separate accounts	-	513,000
Insurance contracts	266,000	224,000
Other	8,488,000	477,000
Pooled cash collateral account	-	2,290,000
	<u>91,986,000</u>	<u>220,839,000</u>
Administrative expenses	(19,356,000)	(21,167,000)
Contribution received by Master Trust	100,675,000	97,507,000
Benefits paid from Master Trust	<u>(154,066,000)</u>	<u>(148,975,000)</u>
Increase in net assets	19,239,000	148,204,000
Net assets at beginning of year	<u>1,886,440,000</u>	<u>1,738,236,000</u>
Net assets at end of year	<u>\$ 1,905,679,000</u>	<u>\$ 1,886,440,000</u>

SUPPLEMENTAL SCHEDULE

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2011

Employer ID #36-2041256
Plan Number 060

Identity of Issue	Description of Assets	Cost	Current Value
Equitable Life Assurance Society	Immediate Participation Guarantee Fund	\$ 561,717	\$ 561,717
Equitable Life Assurance Society	Dividend Experience Funds	<u>377,420</u>	<u>377,420</u>
		<u>\$ 939,137</u>	<u>\$ 939,137</u>

**SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES**

**FINANCIAL STATEMENTS
WITH INDEPENDENT AUDITOR'S REPORT**

**AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2011 AND 2010**

Schedule SB, Part V — Summary of Plan Provisions

Following is a brief summary of the major plan provisions for each of the four sets of provisions used to determine the plan's financial position. It should not be used in determining plan benefits.

Plan provisions common to all prior plans

Effective date and plan year	The plan was originally established effective September 1, 1948. Effective December 31, 1998, the Stone Container Corporation Salaried Employees' Retirement Plan merged into the Jefferson Smurfit Corporation Pension Plan for Salaried Employees to form the Smurfit-Stone Container Corporation Pension Plan for Salaried Employees. Effective December 31, 2000, the St. Laurent Pension Plan for Non-Union Employees was merged into this plan. The plan year is the calendar year.
Status of the plan	The plan does not have ongoing benefit accruals and new employees are not eligible to participate in the plan.
Significant events that occurred during the year	Smurfit-Stone Container Corporation was purchased by RockTenn Company on May 27, 2011.
Sponsoring employer	The employer means RockTenn CP, LLC
Definitions	
• Employer contributions	The employer contributes such amount, and at such times as required under accepted actuarial principles in order to meet all applicable funding requirements.
• Actuarial equivalence	For annuities, 1983 Group Annuity Mortality table (weighted 50% male and 50% female) and 8% interest. For lump sums and the Social Security level income option, the applicable mortality table under Section 417(e)(3) of the Internal Revenue Code and the applicable interest rate under the same section as of the fourth full month preceding the calendar quarter in which the determination is made. Different assumptions may apply to participants who commenced benefits prior to 2008.
Miscellaneous	
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Former Jefferson Smurfit Corporation Pension Plan for Salaried Employees**

Definitions	
• Participation	All participants in a prior plan continue as participants on the Effective Date. A salaried employee hired before July 1, 2002 is eligible to participate on the first of the month following the completion of one year of Continuous Service.
• Continuous service	Service for the period of employment commencing with date of hire. For benefit accrual purposes, Continuous Service ends at earlier of termination or December 31, 2008.
• Annual earnings	Total cash compensation including base pay, overtime pay, commissions, bonuses and any other form of additional cash compensation paid during a plan year. Annual Earnings shall not include deferred and acquisition bonuses or incentive payments under the Management Incentive Plan and the Containerboard Mill Division Incentive Plan, any long term incentive programs or an employment contract.
• Final average earnings	The average of the highest 5 consecutive calendar years' Annual Earnings received during the 10 calendar years prior to the earlier of termination or December 31, 2008.
• Primary insurance amount (PIA)	The annual old-age insurance benefit which a participant who is fully insured would be entitled to receive under the Federal Social Security Act at age 65. This amount is determined at the earlier of termination or December 31, 2008.
• Covered compensation	Thirty-five year average of the Social Security taxable wage bases ending in the year the participant attains Social Security normal retirement age as defined in Section 401(l)(5)(E) of the Internal Revenue Code. Wage base in year of termination is assumed to continue for years after termination. This amount is determined at the earlier of termination or December 31, 2008.

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement	
• Eligibility	Normal Retirement Date is the first day of the month coincident with or next following the participant's 65th birthday.
• Benefit	<p>The monthly retirement benefit payable to a participant who retires on or after his Normal Retirement Date shall be the sum of one-twelfth of (1) and (2) below:</p> <p>(1) For Continuous Service up to December 31, 2006, the greater of (a), (b) or (c) below:</p> <p>(a) The product obtained by multiplying the participant's years (and fraction) of Continuous Service by the difference of 1.5% of the participant's Final Average Earnings less 1.2% of the participant's Primary Insurance Amount.</p> <p>(b) \$120 multiplied by the participant's years (and fraction) of Continuous Service.</p> <p>(c) The sum of the participant's accrued benefit as of December 31, 1993 plus accruals after December 31, 1993 under (a).</p> <p>(2) For Continuous Service after December 31, 2006 and prior to December 31, 2008 :</p> <p>0.9% of Final Average Earnings plus 0.4% of Final Average Earnings in excess of Covered Compensation all multiplied by years of Continuous Service (not to exceed 30 years minus Continuous Service earned as of December 31, 2006).</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Early retirement	
• Eligibility	A participant may elect to retire early at any time after his 55th birthday and completion of 5 years of Continuous Service, or after completion of 25 years of Continuous Service.

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>The monthly benefit payable to a Participant who retires at an Early Retirement Date shall be the accrued benefit at the Normal Retirement Date:</p> <p>(1) For the portion of the benefit attributable to service earned prior to January 1, 2007, reduced by 5/12% for each full or partial month by which his Early Retirement Date precedes (a) his Normal Retirement Date if he has less than 10 Years of Continuous Service, or (b) age 62 if he has at least 10 Years of Continuous Service.</p> <p>(2) For the portion of the benefit attributable to service earned after December 31, 2006, reduced by 0.5% for each month by which his Early Retirement Date precedes his Normal Retirement Date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Late retirement	
• Eligibility	<p>The first day of the month coinciding with or next following his actual retirement after the participant's Normal Retirement Date.</p>
• Benefit	<p>The amount of a participant's Late Retirement Benefit is calculated in accordance with the Normal Retirement Benefit provisions based on Continuous Service and Final Average Earnings at the earlier of termination or December 31, 2008.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Deferred vested	
• Eligibility	<p>A participant whose employment terminates other than by reason of death, disability or retirement, and who has completed 5 or more years of Continuous Service is entitled to a Deferred Vested Benefit.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>The benefit is calculated based on Continuous Service and Final Average Earnings at the earlier of termination or December 31, 2008 in accordance with the Normal Retirement Benefit provisions.</p> <p>The monthly benefit payable shall commence on the earlier of</p> <ol style="list-style-type: none">(1) Normal Retirement Date(2) Elected Early Retirement Date. <p>For service prior to January 1, 2003, the amount of such monthly benefit under (2) above shall be reduced in accordance with the Early Retirement Benefit provisions.</p> <p>For service on or after January 1, 2003, the amount of such monthly benefit under (2) above will be reduced 5/12% for each month by which his Early Retirement Date precedes his Normal Retirement Date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
<hr/> Disability	
• Eligibility	<p>A participant is eligible for disability retirement in the event of total and permanent disability prior to December 31, 2008 and the receipt of Social Security Disability benefit. There is no age and service requirement for the portion of the benefit attributable to service accrued prior to December 31, 2006. Ten years of Continuous Service are required for the benefit attributable to service accrued after December 31, 2006 and prior to December 31, 2008.</p>
• Benefit	<p>The amount of disability pension is determined as if the employee had continued to work to the earlier of age 65 or December 31, 2008 and is payable at age 65. Earnings are credited at the last regular rate of pay prior to disability and Covered Compensation is determined at the disability date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death

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|---------------|---|
| • Eligibility | A married participant who dies with 5 years of Continuous Service shall be eligible for a death benefit. |
| • Benefit | <p>The spouse will receive 50% of the benefit the participant had accrued on the date of his death, reduced for payment under the Qualified Joint and Survivor option and further reduced for early payment, if applicable. The spouse can elect to have the benefit paid on the participant's Normal Retirement Date, or the later of the date of death or the participant's earliest retirement age.</p> <p>All benefit accruals cease effective December 31, 2008.</p> |
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Form of benefits

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|---|---|
| • Automatic form for unmarried participants | Single life annuity |
| • Automatic form for married participants | Qualified joint and survivor annuity |
| • Optional forms | <p>(1) 50%, 66-2/3%, 75% or 100% Contingent Annuity</p> <p>(2) 10-Year Certain and Life Annuity</p> <p>(3) Social Security Level Income Option</p> <p>(4) Single Life Annuity (for married participants)</p> <p>Benefits payable in a form other than a Single Life Annuity are actuarially equivalent to the Single Life Annuity benefit. The Normal Form of annuity applies unless an Optional Form is elected.</p> <p>For married participants, written spousal consent is required if an Optional Form of payment is elected.</p> |
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Schedule SB, Part V — Summary of Plan Provisions**Former Stone Container Corporation Salaried Employees' Retirement Plan**

Definitions	
• Participation	All participants in the prior plan continue as participants on the Effective Date of the amended and restated plan (January 1, 1989). A salaried employee hired before July 1, 2002 is eligible to participate on the July 1 or January 1 following the completion of service during a 12-month period ending on the anniversary of an employee's first date of hire. The employee must be a "covered employee."
• Benefit and vesting service	An employee will receive Benefit Service and Vesting Service for the period of employment by the Stone Container Corporation commencing with the later of his date of hire or the plan's Effective Date. Benefit Service ends at the earlier of termination or December 31, 2008.
• Annual earnings	Total earnings for services rendered (including overtime). Effective January 1, 2007, the Annual Earnings definition was changed to exclude acquisition bonuses or incentive payments under the Management Incentive Plan.
• Final average earnings	<p>For purposes of calculating the December 31, 2006 accrued benefit, a participant's Final Average Annual Earnings, while an eligible employee, means one-fifth of Annual Earnings during the highest consecutive 60-month period of the last 180 months of employment (as a covered employee) preceding the earlier of an employee's termination date or December 31, 2006. If the entire period of the participant's employment is less than 60 months, determine Final Average Annual Earnings and divide by the period for which an employee had earnings up to December 31, 2006.</p> <p>For all other purposes, a participant's Final Average Earnings, while an eligible employee, means one-fifth of Annual Earnings (based on the definition effective January 1, 2007) during the highest 5 consecutive calendar years during the last 10 calendar years (as a covered employee) preceding the earlier of an employee's termination date or December 31, 2008.</p>
• Social security normal retirement age	Social Security Normal Retirement Age means the earliest age at which the participant is entitled to receive unreduced old age benefits from Social Security.

Schedule SB, Part V — Summary of Plan Provisions

• Covered compensation	Thirty-five year average of the Social Security taxable wage bases ending in the year the participant attains Social Security normal retirement age as defined in Section 401(l)(5)(E) of the Internal Revenue Code. Wage base in year of determination is assumed to continue for years after determination. This amount is determined at the earlier of termination or December 31, 2008.
• Social Security final average compensation	Social Security Final Average Compensation means the average of the participant's Annual Earnings over the three consecutive completed plan years preceding the earlier of termination or December 31, 2008, but excluding earnings, in any year, in excess of the Social Security taxable wage base.
• Social Security allowance	<p>The Social Security Allowance means $\frac{3}{4}\%$ for each year of Benefit Service (up to 30 years) multiplied by the lesser of:</p> <ol style="list-style-type: none"> (1) $\frac{1}{12}$th of the participant's Social Security Final Average Compensation, or (2) $\frac{1}{12}$th of the participant's Covered Compensation. <p>This amount is then reduced for each year that the Social Security allowance applies prior to the participant's Social Security Normal Retirement Age. The reduction is at the rate of $6\frac{2}{3}\%$ for the first five years, at the rate of $5\frac{1}{3}\%$ for the next three years, at the rate of 4% for the next two years, at the rate of $2\frac{2}{3}\%$ for the next two years and by the actuarial equivalent rate for years in excess of twelve.</p>
Normal retirement	
• Eligibility	Normal Retirement Date is the first day of the month coincident with or next following the month in which the participant attains age 65.

Schedule SB, Part V — Summary of Plan Provisions

-
- **Benefit**

The monthly retirement benefit payable to a participant who retires on his or her Normal Retirement Date shall be one-twelfth of the sum of (1) and (2) below.

(1) For Benefit Service up to December 31, 2006, the greater of (a) or (b) below:

 - (a) 1.66667% of the participant's Final Average Annual Earnings, but not less than Final Average Annual Earnings as of December 31, 2006 multiplied by his or her Benefit Service not in excess of 30 years (not to exceed 50% of Final Average Annual Earnings) minus the Social Security Allowance
 - (b) 1% of the participant's Final Average Annual Earnings, but not less than Final Average Annual Earnings as of December 31, 2006 (not to exceed \$900), multiplied by his or her Benefit Service.

(2) For Benefit Service after December 31, 2006 and prior to December 31, 2008:

0.9% of Final Average Earnings plus 0.4% of Final Average Earnings in excess of Covered Compensation all multiplied by years of Benefit Service (not to exceed 30 years minus Benefit Service earned as of December 31, 2006)

An individual who is a participant in this plan on December 31, 1988, shall receive an amount no less than the monthly retirement income that would have been payable under the provisions of the plan in effect on December 31, 1988, based upon his or her Final Average Annual Earnings and Benefit Service as of December 31, 1988.

All benefit accruals cease effective December 31, 2008.
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Early retirement

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- **Eligibility**

A participant may elect to retire early at any time after his 55th birthday and completion of 10 years of Vesting Service
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Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Final Average Annual Earnings and Benefit Service at the earlier of his or her Early Retirement Date or December 31, 2008. For the portion of the benefit attributable to Benefit Service earned prior to January 1, 2007, such monthly retirement income before the deduction of the Social Security Allowance, if any, shall further be reduced by one-half percent (0.5%) for each full month that the benefit commences prior to age 65.</p> <p>For the portion of the benefit attributable to Benefit Service earned after December 31, 2006, the benefit is reduced 0.5% for each month by which his Early Retirement Date precedes his Normal Retirement Date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Late retirement	
• Eligibility	<p>A participant's Late Retirement Date is the first day of the month next following the day on which the participant retires after his or her Normal Retirement Date.</p>
• Benefit	<p>The amount of a participant's Late Retirement Benefit is calculated in accordance with the Normal Retirement Benefit provisions based on Continuous Service and Final Average Earnings at the earlier of termination or December 31, 2008.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Deferred vested	
• Eligibility	<p>A participant whose employment terminates other than by reason of death, disability or retirement, and who has completed 5 or more years of Vesting Service is entitled to a Deferred Vested Benefit.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>The benefit is calculated based on Benefit Service and Final Average Earnings at the earlier of termination or December 31, 2008 in accordance with the Normal Retirement Benefit provisions.</p> <p>The monthly benefit payable shall commence on the earlier of</p> <ol style="list-style-type: none">(1) Normal Retirement Date(2) Elected Early Retirement Date. <p>The amount of such monthly benefit under (2) above shall be reduced in accordance with the Early Retirement Benefit provisions.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Disability	
• Eligibility	<p>A participant is eligible for Disability Retirement in the event of total and permanent disability prior to December 31, 2008 at any age after the completion of 10 years of Vesting Service.</p>
• Benefit	<p>The amount of a disability pension is determined as if the employee had continued to work to the earlier of age 65 or December 31, 2008 and is payable at age 65. Earnings are credited at the last regular pay rate prior to disability and Covered Compensation is determined at the disability date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Pre-retirement death	
• Eligibility	<p>A married participant who dies with 5 years of Vesting Service shall be eligible for a death benefit.</p>

Schedule SB, Part V — Summary of Plan Provisions

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- **Benefit**

The spouse will receive 50% of the benefit the participant had accrued on the date of his death, reduced for payment under the Qualified Joint and Survivor option and further reduced for early payment, if applicable. The spouse can elect to have the benefit paid on the participant's Normal Retirement Date, or the later of the date of death or the participant's earliest retirement age.

If a participant is active on the date of this death, the benefit based on service prior to December 31, 2006 will commence immediately without reduction for early retirement.

All benefit accruals cease effective December 31, 2008.
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Form of benefits

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- Automatic form for unmarried participants Single life annuity
-
- Automatic form for married participants Qualified joint and survivor annuity
-
- Optional forms
 - (1) 100%, 75% or 50% Contingent Annuity
 - (2) 10 or 15 Years Certain and Life Annuity
 - (3) Single Life Annuity (for married participants)

Benefits payable in a form other than a Single Life Annuity are actuarially equivalent to the Single Life Annuity benefit. The Normal Form of annuity applies unless an Optional Form is elected.

For married participants, written spousal consent is required if an Optional Form of payment is elected.
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Schedule SB, Part V — Summary of Plan Provisions**Former St. Laurent Pension Plan for Non-Union Employees¹****Definitions**

• Participation	<p>Salaried employees hired prior to July 1, 2002.</p> <p>Salaried, Castle Rock, and Wyomissing employees participate at the later of age 20 and one year of Credited Service. Latta employees participate one year after employment date.</p>
• Vesting service	<p>Salaried, Latta, Wyomissing (after 1997), and Castle Rock (after 1999): Same as Credited Service. Different provisions applied prior to the dates shown.</p>
• Credited service	<p>Salaried, Wyomissing (after 1997), and Castle Rock (after 1999): Years and months of service commencing on date of hire. A partial month of service is treated as a full month of service. Different provisions applied prior to the dates shown.</p> <p>Latta: One year of service for each calendar year in which a participant completes at least 1,000 hours of service. Partial service in years of participation and termination is equal to number of months worked divided by 12.</p> <p>For certain Cameo Container Plant employees, Credited Service includes service as hourly employees before transferring to salaried status.</p> <p>For benefit accrual purposes, Credited Service ends at the earlier of termination or December 31, 2008.</p>

¹ Hourly, Packaging and Latta hourly groups were spun off from this plan and merged into the SSCC hourly plan effective December 31, 2001.

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> Annual earnings 	<p>Salaried: Total annual base earnings plus commissions for outside salesman. Compensation for outside salesman is limited to \$100,000 per year or total annual base earnings, if greater.</p> <p>Castle Rock: Total cash earnings, excluding discretionary bonuses, plus salary reduction contributions under Sections 401(k) and 125 of the Internal Revenue Code.</p> <p>Latta: Basic compensation including sales incentives for salesman. Before 1997, compensation included a percentage of overtime.</p> <p>Effective January 1, 2007, total cash compensation including base pay, overtime pay, commissions, bonuses and any other form of additional cash compensation paid during a plan year. Annual Earnings shall not include deferred and acquisition bonuses or incentive payments under the Management Incentive Plan or the Containerboard Mill Division Incentive Plan, any long term incentive programs or an employment contract.</p>
<ul style="list-style-type: none"> Final average earnings 	<p>The purposes of calculating the December 31, 2006 accrued benefit, the highest average annual earnings received from any 60 consecutive month period of employment within the last 120 months preceding the earlier of participant's date of termination or December 31, 2006.</p> <p>For all other purposes, a participant's Final Average Annual Earnings, while an eligible employee, means one-fifth of Annual Earnings (based on the definition effective January 1, 2007) during the highest 5 consecutive calendar years during the last 10 calendar years of employment (as a covered employee) preceding the earlier of an employee's termination date or December 31, 2008.</p>
<ul style="list-style-type: none"> Covered compensation 	<p>Thirty-five year average of the Social Security taxable wage bases ending in the year the participant attains Social Security normal retirement age as defined in Section 401(l)(5)(E) of the Internal Revenue Code. Wage base in year of determination is assumed to continue for years after determination date. This amount is determined at the earlier of termination or December 31, 2008.</p>

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement

- **Eligibility**

Salaried, Wyomissing (benefit accrued after 1997) and Castle Rock: First day of the month coinciding with or next following the later of the 65th birthday and the fifth anniversary of the date of participation.

Latta and Wyomissing (benefit accrued before 1998): First day of the month coinciding with or next following 65th birthday. For benefit accrued after 2006 but before 2007, first day of month coinciding with or next following 65th birthday.
- **Benefit**

The monthly normal retirement benefit payable to a participant who retires on his or her Normal Retirement Date shall be one-twelfth of the sum of (1) and (2) below:

(1) For Credited Service up to December 31, 2006:

Salaried: (a) plus (b):

 - (a) (i) 0.88% of Final Average Earnings, but not less than Final Average Annual Earnings as of December 31, 2006, multiplied by years of Credited Service, plus
 - (ii) 0.65% of Final Average Earnings, but not less than Final Average Annual Earnings as of December 31, 2006, above Covered Compensation, multiplied by years of Credited Service not to exceed 35.

(b) \$12.00 times full years of Credited Service between 10 and 19 years, plus \$27.00 times full years of Credited Service between 20 and 29 years, plus \$39.00 times full years of Credited Service between 30 and 39 years, plus \$48.00 times full years of Credited Service after 39 years

Wyomissing and Castle Rock: the greater of (a) and (b):

 - (a) the benefit based on total service under the Salaried formula.
 - (b) the accrued benefit under the prior Wyomissing plan at 12/31/1997 or Castle Rock at 5/31/1999, plus the benefit accrued after such dates under the Salaried formula.

Schedule SB, Part V — Summary of Plan Provisions

Latta: (a) plus (b) plus (c) :

1.50% of Final Average Earnings, but not less than Final Average Annual Earnings as of December 31, 2006, up to Covered Compensation multiplied by years of Credited Service not to exceed 35.

1.75% of Final Average Earnings, but not less than Final Average Annual Earnings as of December 31, 2006, in excess of Covered Compensation multiplied by years of Credited Service not to exceed 35.

the nonvested benefit, if any, payable under the Tenneco, Inc. Retirement Plan.

- (2) For Credited Service after December 31, 2006 and prior to December 31, 2008

0.9% of Final Average Annual Earnings plus 0.4% of Final Average Earnings in excess of Covered Compensation multiplied by years of Credited Service (not to exceed 30 years minus Credited Service earned as of December 31, 2006)

The benefit calculated under this section for certain Cameo Container Plant employees will be offset by the company-provided benefit under a multiemployer plan.

All benefit accruals cease effective December 31, 2008.

Early retirement

- Eligibility

Salaried, Latta, Wyomissing (benefit accrued after 1997 but before 2007) and Castle Rock: First day of any month after attaining age 55 and completing 10 years of Credited Service.

Wyomissing (benefit accrued before 1998): First day of any month after attaining age 55 and completing at least 15 years of Credited Service.

Effective January 1, 2007, first day of month after attaining age 55 and completing 10 years of Vesting Service for benefit accrued after 2006.

Schedule SB, Part V — Summary of Plan Provisions

- Benefit

For the portion of the benefit attributable to Credited Service earned prior to January 1, 2007:

Salaried:

- (1) Normal Retirement Benefit based on (a) (i) and (b) reduced by 4% for each of the first three years and 5% for each of the next seven years that the Early Retirement Date precedes age 65; plus
- (2) Normal Retirement Benefit based on (a) (ii) reduced by 8% for each of the first three years and 5% for each of the next seven years that Early Retirement Date precedes age 65.

Wyomissing:

Reduced 8% for each year that the Early Retirement Date precedes age 58 for benefits earned prior to 1998; same as Salaried reduction for Salaried benefits earned. A supplemental benefit of \$22 per year of Credited Service before 1998 is payable until age 62 provided the participant retires after age 58 and lives until age 62.

Castle Rock:

Reduced 4% for each year that the Early Retirement Date precedes age 62 for benefits earned prior to May 29, 1999 and reduced 6% from age 62 for benefits earned after May 28, 1999.

Latta:

Reduced 3% for each of the first two years and 6% for each of the next five years that the Early Retirement Date precedes age 62. For benefits accrued after March 31, 2003, reduced 3% for two years and 6% for each additional year that the Early Retirement Date precedes age 65.

For the portion of the benefit attributable to Credited Service earned after December 31, 2006, the Monthly Retirement Income is reduced by 0.5% for each month by which his Early Retirement Date precedes his Normal Retirement Date.

All benefit accruals cease effective December 31, 2008.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement

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|---------------|--|
| • Eligibility | A participant's Late Retirement Date is the first day of the month next following the day on which the participant retires after his or her Normal Retirement Date. |
| • Benefit | The amount of a participant's Late Retirement Benefit is calculated in accordance with the Normal Retirement Benefit provisions based on Credited Service and Final Average Earnings at the earlier of termination or December 31, 2008. |
| | All benefit accruals cease effective December 31, 2008. |
-

Deferred vested

- | | |
|---------------|--|
| • Eligibility | A participant whose employment terminates other than by reason of death, disability or retirement, and who has completed 5 or more years of Vesting Service is entitled to a Deferred Vested Benefit. |
| • Benefit | <p>The benefit is calculated based on Credited Service and Final Average Earnings at the earlier of termination or December 31, 2008 in accordance with the Normal Retirement Benefit provisions.</p> <p>The monthly benefit payable shall commence on the earlier of</p> <ul style="list-style-type: none">(1) Normal Retirement Date(2) Elected Early Retirement Date. <p>The amount of such monthly benefit under (2) above shall be reduced in accordance with the Early Retirement Benefit provisions. North Tonawanda employees may commence benefits accrued prior to December 31, 1995 upon termination.</p> <p>All benefit accruals cease effective December 31, 2008.</p> |
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Schedule SB, Part V — Summary of Plan Provisions

Disability	
• Eligibility	<p>Latta (benefit accrued after 2006), Salaried and Wyomissing: Total and permanent disability prior to December 31, 2008 at any age after completion of 10 years of Credited Service.</p> <p>Latta (benefit accrued before 2007): Total and permanent disability at any age after completion of 4 years of Credited Service.</p>
• Benefit	<p>Latta (benefit accrued after 2006), Salaried and Wyomissing: A benefit shall commence at Normal Retirement Date with Credited Service computed to the earlier of Normal Retirement Date or December 31, 2008, and Final Average Compensation and Covered Compensation computed as of the Disability Retirement Date.</p> <p>Latta (benefit accrued before 2007): A benefit shall commence immediately equal to the accrued benefit as of the Disability Retirement Date, reduced 3% for each of the first 2 years, 6% for each of the next 5 years, 3% for each of the next 15 years, and 1% for each additional year that the Disability Retirement Date precedes age 62. Upon attainment of Early or Normal Retirement, the participant shall receive a benefit according to the provisions of Early or Normal Retirement.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Pre-retirement death	
• Eligibility	<p>A married participant who dies with 5 or more years of Vesting Service shall be eligible for a death benefit.</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>The spouse receives 50% of the benefit the participant has accrued on the date of death, reduced for payment under the Joint and Survivor Annuity and further reduced for early payment, if applicable. The spouse can elect to have benefits commence on the participant's Normal Retirement Date, or the later of the date of death or the participant's earliest Early Retirement Date.</p> <p>For a participant in the prior Salaried Plan who dies before termination and after becoming eligible for Early or Normal Retirement, the spouse receives a survivor annuity under the 100% Contingent Annuitant Option for the portion of the benefit attributable to Credited Service prior to January 1, 2007.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Joint and survivor annuity

Schedule SB, Part V — Summary of Plan Provisions

-
- Optional forms
 - (1) 50%, 66-2/3%, 75% or 100% Contingent Annuity. This Contingent Annuity includes a pop-up benefit for Salaried employees.
 - (2) Social Security Level Income Option.
 - (3) 10-Year Certain and Life Annuity.
 - (4) 5-Year Certain and Life Annuity. (Latta and Wyomissing only)
 - (5) 15-Year Certain and Life Annuity. (Wyomissing only)
 - (6) Single Life Annuity. (Married participants)
 - (7) Deferred Early Retirement Benefit Option.
 - (8) Single Lump Sum Payment. (Latta participants prior to amendment and restatement of Paperboard Industries Plan and North Tonawanda-only on 12/31/1995 accrued benefit.)
- Benefits payable in a form other than a Single Life Annuity are actuarially equivalent to the Single Life Annuity benefit. The Normal Form of annuity applies unless an Optional Form is elected. For married participants, written spousal consent is required if an optional form of payment is elected.
-

Schedule SB, Part V — Summary of Plan Provisions**Universal Pension Plan**

Definitions

- | | |
|---|--|
| <ul style="list-style-type: none">• Participation | <p>All salaried employees hired or rehired on or after July 1, 2002 and prior to January 1, 2006. All salaried employees of Eastern Container Corporation (ECC), Innovative Packaging Corporation (IPC) and GRAFX Salaried on June 1, 2000.</p> <p>An employee is eligible to participate on the July 1 or January 1 following the completion of one year of Vesting Service. The employee must be a “covered employee.”</p> |
| <hr/> <ul style="list-style-type: none">• Benefit and vesting service | <p>An employee will receive Benefit Service and Vesting Service for the period of employment.</p> <p>Packaging Services Group employees will receive Vesting Service for employment with the prior employer. Benefit Service will begin on the later of date of hire or September 1, 2002.</p> <p>Meadwestvaco employees will receive Vesting Service for employment with the prior employer. Benefit Service will begin on the later of date of hire or October 1, 2002.</p> <p>ECC, IPC and GRAFX employees will receive Benefit Service and Vesting Service for the period of employment by the Stone Container Corporation commencing with the later of date of hire or June 1, 2000.</p> <p>For a certain Cameo Container Plant employee, Benefit Service includes service as an hourly employee before transferring to salaried status.</p> <p>Service for benefit accrual purposes ends at the earlier of termination or December 31, 2008.</p> |
-

Schedule SB, Part V — Summary of Plan Provisions

• Annual earnings	Total cash compensation including base pay, overtime pay, commissions, bonuses and any other form of additional cash compensation paid during a plan year. Annual Earnings shall not include deferred and acquisition bonuses or incentive payments under the Management Incentive Plan or the Containerboard Mill Division Incentive Plan, any long term incentive programs or an employment contract.
• Final average earnings	The average of the highest 5 consecutive calendar years' Annual Earnings received during the 10 calendar years prior to the earlier of termination or December 31, 2008.
• Covered compensation	Thirty-five year average of the Social Security taxable wage bases ending in the year the participant attains Social Security normal retirement age as defined in Section 401(l)(5)(E) of the Internal Revenue Code. Wage base in year of determination is assumed to continue for years after determination. This amount is determined at the earlier of termination or December 31, 2008.
Normal retirement	
• Eligibility	Normal Retirement Date is the first day of the month coincident with or next following the month in which the participant attains age 65.
• Benefit	<p>A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to one-twelfth of 0.9% of Final Average Earnings plus 0.4% of Final Average Earnings in excess of Covered Compensation multiplied by years of Benefit Service (not in excess of 30 years).</p> <p>The benefit calculated under this section for a certain Cameo Container Plant employee will be offset by the company-provided benefit under a multiemployer plan.</p> <p>All benefit accruals cease effective December 31, 2008.</p>

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
• Eligibility	A participant may elect to retire early at any time after his 55th birthday and completion of 10 years of Vesting Service
• Benefit	<p>Such monthly income shall be an amount based on Benefit Service and Final Average Earnings at the earlier of the participant's Early Retirement Date or December 31, 2008 and calculated in accordance with the Normal Retirement Benefit provisions. Such monthly income shall be reduced by 0.5% for each month by which his Early Retirement Date precedes his Normal Retirement Date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Late retirement	
• Eligibility	A participant's Late Retirement Date is the first day of the month next following the day on which the participant retires after his or her Normal Retirement Date.
• Benefit	<p>The amount of a participant's Late Retirement Benefit is calculated in accordance with the Normal Retirement Benefit provisions based on Benefit Service and Final Average Earnings at the earlier of termination or December 31, 2008.</p> <p>All benefit accruals cease as of December 31, 2008.</p>

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested	
• Eligibility	A participant whose employment terminates other than by reason of death, disability or retirement, and who has completed 5 or more years of Vesting Service is entitled to a Deferred Vested Benefit.
• Benefit	<p>The benefit is calculated based on Benefit Service and Final Average Earnings at the earlier of termination or December 31, 2008 in accordance with the Normal Retirement Benefit provisions.</p> <p>The monthly benefit payable shall commence on the earlier of</p> <p>(1) Normal Retirement Date</p> <p>(2) Elected Early Retirement Date.</p> <p>The amount of such monthly benefit under (2) above shall be reduced in accordance with the Early Retirement Benefit provisions.</p> <p>All benefit accruals cease effective December 31, 2008.</p>
Disability	
• Eligibility	A participant is eligible for disability retirement in the event of total and permanent disability prior to December 31, 2008 at any age after the completion of 10 years of Vesting Service.
• Benefit	<p>The amount of a disability pension is determined as if the employee had continued to work to the earlier of age 65 or December 31, 2008 and is payable at age 65. Earnings are credited at the last regular pay rate prior to disability and Covered Compensation is determined at the disability date.</p> <p>All benefit accruals cease effective December 31, 2008.</p>

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
• Eligibility	A married participant who dies with 5 years of Vesting Service shall be eligible for a death benefit.
• Benefit	The spouse will receive 50% of the benefit the participant had accrued on the date of his death, reduced for payment under the Qualified Joint and Survivor option and further reduced for early payment, if applicable. The spouse can elect to have the benefit paid on the participant's Normal Retirement Date, or the later of the date of death or the participant's earliest retirement age. All benefit accruals cease effective December 31, 2008.
Form of benefits	
• Automatic form for unmarried participants	Single life annuity
• Automatic form for married participants	Qualified joint and survivor annuity
• Optional forms	(1) 100%, 75% or 50% Contingent Annuity (2) 10 Years Certain and Life Annuity (3) Single Life Annuity (for married participants) Benefits payable in a form other than a Single Life Annuity are actuarially equivalent to the Single Life Annuity benefit. The Normal Form of annuity applies unless an Optional Form is elected. For married participants, written spousal consent is required if an Optional Form of payment is elected.

Plan provision changes since prior valuation

The plan was amended effective August 8, 2011 to provide additional service credit for certain Cameo Container Plant employees with an offset to the benefit for benefits paid for this same period of service under a multiemployer plan.

Schedule SB, Part V — Summary of Plan Provisions**Benefits included or excluded**

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Most recent plan amendments included:** The plan was last amended as of August 8, 2011.
- **Plan amendments excluded:** Amendments adopted after the valuation date and effective after the current plan year are excluded from the target liability.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* Not applicable.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target and target normal cost do not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Not applicable.
- **Late retirement increases:** Current participants over normal retirement age are valued including the late retirement actuarial increase.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR SALARIED EMPLOYEES
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2011

Employer ID #36-2041256
Plan Number 060

Identity of Issue	Description of Assets	Cost	Current Value
Equitable Life Assurance Society	Immediate Participation Guarantee Fund	\$ 561,717	\$ 561,717
Equitable Life Assurance Society	Dividend Experience Funds	<u>377,420</u>	<u>377,420</u>
		<u>\$ 939,137</u>	<u>\$ 939,137</u>

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service as of January 1, 2009										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	
Under 25											
25-29	1	24 1,068	9								34
30-34	3	35 1,476	62 2,472	13							113
35-39	2	46 2,064	82 4,128	56 6,072	8	1					195
40-44		45 2,124	128 4,548	98 7,860	73 10,200	14					358
45-49		39 2,400	130 5,364	80 9,168	84 14,568	105 17,736	17				455
50-54	1	46 2,724	94 5,592	85 9,036	70 13,224	111 18,432	49 22,896	31 21,588			487
55-59	2	20 2,400	95 5,088	68 10,080	53 15,420	94 22,176	83 26,184	60 24,768	41 24,576		516
60-64	1	14	45 6,240	39 8,240	33 14,352	50 20,352	45 27,516	25 26,436	43 31,044	13	308 18,792
65-69		2	9	5	3	8	10	6	2	3	48 26,268
70 & Up		1	2	1			3				7
Total	10	272	656 4,788	445	324	383 19,500	207 25,608	122	86	16	2,521 12,132

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is the average annual frozen benefit amount. The average annual frozen benefit amount is not shown for cells with fewer than 20 participants. The Plan is "hard frozen" as of January 1, 2009, and the average annual accrued benefit is displayed above in lieu of average compensation.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Actuarial assumptions for January 1, 2011 funding valuation****Discount rate sponsor elections**

• Segment rates or full yield curve	Segment rates
• Look-back months	4
• First 5 years	3.78%
• Next 15 years	6.31%
• Over 20 years	6.57%

Mortality sponsor elections

Healthy participants and disabilities before 2002 and after 2008	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.
Disabled participants between 2002 and 2008	Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits

417(e) lump sums

Liabilities are determined based on the underlying annuity used by the plan to determine the lump sum amount, rather than valuing the lump sum payment. This annuity is valued based on funding interest rates rather than 417(e) rates and current year 417(e) unisex mortality.

Other economic assumptions

• Salary increases	Not applicable
• Social Security wage base	Not applicable
• Inflation	Not applicable
• Expected investment return	8.50% for 2009 and 2010, 7.50% in 2011
• Expenses	Actual prior year's administrative expenses added to current year normal cost (\$6,715,324 for 2011)

Demographic assumptions

Withdrawal	Modified version of Society of Actuaries 2003 turnover study. See table of sample rates.
Disability incidence	1985 Study of disabled experience for Class 1. See table of sample rates.

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

Retirement age

Attained age	Percentage
55	10%
56-59	5%
60	10%
61	20%
62	30%
63	20%
64	40%
65+	100%

Benefit commencement age for

- Future vested deferred 62
- Current vested deferred 62 or actual age, if later

Spouse assumptions

Male participants**Female participants**

- Percentage married 85% 85%
- Spouse age difference 3 years younger 3 years older

Form of payment

Single Life Annuity

Unpredictable contingent event assumptions

Not applicable

At-risk assumptions

- Special retirement rates Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 years are assumed to retire in the first year of eligibility following the valuation year.
- Most valuable form of payment Participants who have not yet commenced their benefits:
 - Lump sum / Social Security leveling form of payment – all participants eligible for an accelerated form of payment (Jefferson Smurfit, St. Laurent and Latta participants)
 - Single life annuity form of payment – all other single participants and healthy married female participants
 - Joint and 100% survivor form of payment – all other participants.

Schedule SB, Part V – Statement of Actuarial Assumptions/Methods**Table of sample rates**

Attained age	Percentage		
	Disability		Ultimate Withdrawal
	Males	Females	Males/Females
20	0.029%	0.030%	34.3%
25	0.038%	0.047%	25.5%
30	0.048%	0.080%	17.8%
35	0.069%	0.136%	15.0%
40	0.117%	0.211%	13.8%
45	0.202%	0.323%	12.5%
50	0.358%	0.533%	11.3%
55	0.722%	0.952%	10.0%
60	1.256%	1.159%	8.8%

Actuarial methods

An actuarial valuation is only a snapshot of a plan's estimated financial condition at a particular point in time; it does not predict the plan's future financial condition or its ability to pay benefits in the future and does not provide any guarantee of future financial soundness of the plan. Over time, a plan's total cost will depend on a number of factors, including the amount of benefits the plan pays, the number of people paid benefits, the period of time over which benefits are paid, plan expenses and the amount earned on any assets invested to pay benefits. These amounts and other variables are uncertain and unknowable at the valuation date.

Because modeling all aspects of a situation is not possible or practical, we may use summary information, estimates, or simplifications of estimates to facilitate the modeling of future events in an efficient and cost-effective manner. We may also exclude factors or data that, if used, in our judgment, would not have significantly affected our results. Use of such simplifying techniques does not, in our judgment, affect the reasonableness of valuation results for the plan.

Valuations do not affect the ultimate cost of the plan, only the timing of when benefit costs are recognized. Cost recognition occurs over time. If the costs recognized over a period of years are lower or higher than necessary, for whatever reason, normal and expected practice is to adjust future cost levels to recognize the entire cost of the plan over time.

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

Asset methods

The market value is the asset amount provided by the plan sponsor less the fourth quarter expenses for the plan year plus discounted contributions.

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110 percent and no less than 90 percent of the fair market value, as defined in IRC Section 430.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

Participant methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants. No actuarial liability is included for certain vested termination participants who have not yet commenced benefits by the mandatory distribution age.
- **Insurance contracts:** The plan does have insurance contracts. The assets and liabilities of the Equitable and Aetna contracts are included in the valuation of the plan.

Minimum funding methods – effective January 1, 2008

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.

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

- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Maximum deductible contribution method

Calculations of maximum deductible contributions include the excess of the funding target computed using the projected unit credit method over the minimum funding target. The objective of the projected unit credit method is to fund each participant's benefits under the plan as they accrue, taking into consideration expected future compensation increases. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

Since the benefits of the plan are frozen, the projected funding target is the same as the funding target determined for minimum funding purposes.

Method changes since prior valuation

- We changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualifies for automatic IRS approval.

Schedule SB, Line 32 — Schedule of Amortization Bases

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year covered under PPA. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

Shortfall bases				
Year established		Outstanding balance	Years remaining	2011 Installment
2008	\$	83,133,552	4	\$ 21,953,974
2009		54,115,202	5	11,640,682
2010		146,442,987	11.07	32,394,150 ²
2011		150,313,247	7	24,730,912
Total	\$	434,004,988		\$ 90,719,718

² Consists of 15-year amortization of outstanding balance plus additional \$17,184,618 installment acceleration amount. Years remaining have been adjusted from 15 years to account for installment acceleration.

Schedule SB, Line 25 – Change in Method

Mercer changed to a new liability valuation system this year. This change did not materially affect liability amounts and qualifies for automatic IRS approval.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The expense assumption included in normal cost increased from \$5,363,040 to \$6,715,324 to better reflect anticipated future experience.
- The expected rate of return on assets was changed from an annual effective rate of 8.50% to an annual effective rate of 7.50% to better reflect anticipated future experience.
- Interest discounts and mortality rates were updated from 2010 to 2011 in accordance with PPA.

Schedule SB, Line 15 – Reconciliation of differences between valuation results and amounts used to calculate AFTAP

For the 2011 AFTAP of 68.36%:

- The assets were adjusted to include Code Section 436(c)(2) contributions (\$361,666) made during the 2011 plan year for amendments reflected in the funding target liability.
- The funding target liability was adjusted to include the funding target increases (\$271,043) as of January 1, 2011 resulting from implementation of plan amendments.

Schedule SB, Line 22 – Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 61.

(A) Retirement age	(B) Retirement Percentage	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) X (D)
55	.10	100.00	10.00	550.00
56	.05	90.00	4.50	252.00
57	.05	85.50	4.28	243.68
58	.05	81.23	4.06	235.55
59	.05	77.16	3.86	227.63
60	.10	73.31	7.33	439.83
61	.20	65.98	13.20	804.90
62	.30	52.78	15.83	981.71
63	.20	36.95	7.39	465.52
64	.40	29.56	11.82	756.65
65	1.00	17.73	17.73	1,152.72
Total			100.00	6,110.19
Average				61.10

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**OMB Nos. 1510 - 0110
1510 - 0089**2011****This Form is Open to
Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2011 or fiscal plan year beginning **01/01/2011** and ending **12/31/2011**

- 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
**SMURFIT-STONE CONTAINER CORP PENSION PLAN
FOR SALARIED EMPLOYEES****1b** Three-digit
plan number (PN) ▶ **060****1c** Effective date of plan
09/01/1948**2a** Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan)**2b** Employer Identification Number (EIN)
36-2041256**ROCKTENN CP, LLC****2c** Sponsor's telephone number
770-448-2193**504 THRASHER STREET****2d** Business code (see instructions)
322100**NORCROSS****GA 30071****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		10/15/2012	JOHN STAKEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	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 (2011)
V.012611**

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME	3b Administrator's EIN 3c Administrator's telephone number
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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 4c PN
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5 Total number of participants at the beginning of the plan year	5 18,825
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 2,150
b Retired or separated participants receiving benefits	6b 8,029
c Other retired or separated participants entitled to future benefits	6c 8,161
d Subtotal. Add lines 6a, 6b, and 6c	6d 18,340
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 422
f Total. Add lines 6d and 6e	6f 18,762
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 60
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
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) ☒ **1** **A** (Insurance Information)
 (4) ☒ **C** (Service Provider Information)
 (5) ☒ **D** (DFE/Participating Plan Information)
 (6) ☐ **G** (Financial Transaction Schedules)

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.	<small>OMB No. 1210-0110</small> 2011 This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

▶ **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 SMURFIT-STONE CONTAINER CORPORATION PENSION PLAN SALARIED EMPLOYEES	B Three-digit plan number (PN) ▶ <u>27</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ROCKTENN CP, LLC	D Employer Identification Number (EIN) 36-2041256
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>2011</u>			
2 Assets:			
a Market value	2a		1,007,994,760
b Actuarial value	2b		937,482,174
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	8,144	831,076,645
b For terminated vested participants	3b	8,218	339,889,604
c For active participants:			
(1) Non-vested benefits	3c(1)		200,457,517
(2) Vested benefits	3c(2)		0
(3) Total active	3c(3)	2,521	200,457,517
d Total	3d	18,883	1,371,423,766
4 If the plan is in at-risk status, check the box and complete lines (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 in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5		6.22 %
6 Target normal cost	6		6,715,324

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	 Signature of actuary	<u>10/9/2012</u> Date 11-05451 Most recent enrollment number (314) 588-2500 Telephone number (including area code)
PENNY A. BAILEY, FSA Type or print name of actuary		
MERCER 701 MARKET STREET, SUITE 1100 SAINT LOUIS MO 63101-1867 Address of the firm		

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 (line 13 from prior year).....	1,039,410	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	983,233	0
9	Amount remaining (line 7 minus line 8).....	56,177	0
10	Interest on line 9 using prior year's actual return of <u>12.85%</u>	7,219	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		11,808,501
b	Interest on (a) using prior year's effective rate of <u>6.64%</u> except as otherwise provided (see instructions).....		845,143
c	Total available at beginning of current plan year to add to prefunding balance.....		12,653,644
d	Portion of (c) to be added to prefunding balance.....		0
12	Other reductions in balances due to elections or deemed elections.....		
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12).....	63,396	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	68.35 %
15	Adjusted funding target attainment percentage	15	68.36 %
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	72.42 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	68.35 %

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
04/13/2011	13,600,000				
07/08/2011	13,600,000				
08/08/2011	375,000				
10/03/2011	16,200,000				
01/10/2012	16,200,000				
09/06/2012	44,600,000				
			Totals •	18(b)	18(c)
				104,575,000	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 contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b 361,666
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 97,564,637
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: 3.78 %	2nd segment: 6.31 %	3rd segment: 6.57 %
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 4
22 Weighted average retirement age			22 61
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 contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	6,715,324
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
	434,004,988	90,719,718	
b Waiver amortization installment			
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 (lines 31a - 31b + 32a + 32b - 33)		34	97,435,042
		Carryover balance	Prefunding balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	97,435,042
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	97,564,637
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	129,595
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected			
			☐ 2 plus 7 years ☒ 15 years
b Eligible plan year(s) for which the election in line 41a was made			
			2008 2009 ☒ 2010 2011
42 Amount of acceleration adjustment		42	17,184,618
43 Excess installment acceleration amount to be carried over to future plan years		43	34,638,573