

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 HOURLY EMPLOYEES</u>	<table border="1"> <tr> <td>1b Three-digit plan number (PN) ►</td> <td><u>061</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>061</u>	1c Effective date of plan	<u>09/01/1948</u>		
1b Three-digit plan number (PN) ►	<u>061</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	38863
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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	6796
b Retired or separated participants receiving benefits.....	6b	13203
c Other retired or separated participants entitled to future benefits.....	6c	17911
d Subtotal. Add lines 6a , 6b , and 6c	6d	37910
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	766
f Total. Add lines 6d and 6e	6f	38676
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	277

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)

SCHEDULE A (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>	Insurance 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. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2011 <hr/> 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 HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>061</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	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
		<u>316,1370,2047</u>		<u>01/01/2011</u>	<u>12/31/2011</u>

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
<u>0</u>	<u>0</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(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

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

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	585829
c Additions: (1) Contributions deposited during the year	7c(1)	
(2) Dividends and credits	7c(2)	
(3) Interest credited during the year	7c(3)	21932
(4) Transferred from separate account	7c(4)	
(5) Other (specify below)	7c(5)	
▶		
(6) Total additions	7c(6)	21932
d Total of balance and additions (add b and c(6))	7d	607761
e Deductions:		
(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	22130
(2) Administration charge made by carrier	7e(2)	5603
(3) Transferred to separate account	7e(3)	
(4) Other (specify below)	7e(4)	
▶		
(5) Total deductions	7e(5)	27733
f Balance at the end of the current year (subtract e(5) from d)	7f	580028

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 HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>061</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>883941625</u>		
b Actuarial value	2b <u>821577665</u>		
3 Funding target/participant count breakdown:			
a For retired participants and beneficiaries receiving payment	3a <u>13521</u>	(1) Number of participants	(2) Funding Target
b For terminated vested participants	3b <u>18024</u>		<u>651687229</u>
c For active participants:			
(1) Non-vested benefits	3c(1)		<u>13289968</u>
(2) Vested benefits	3c(2)		<u>241520553</u>
(3) Total active	3c(3) <u>7392</u>		<u>254810521</u>
d Total	3d <u>38937</u>		<u>1228271885</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>1220970372</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>1257477938</u>		
5 Effective interest rate	5 <u>6.27 %</u>		
6 Target normal cost	6 <u>18693030</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>
<u>PENNY A. BAILEY, FSA</u>	Signature of actuary	Date
<u>MERCER</u>	Type or print name of actuary	<u>11-05451</u>
<u>701 MARKET STREET, SUITE 1100</u> <u>SAINT LOUIS, MO 63101-1867</u>	Firm name	Most recent enrollment number
	Address of the firm	<u>314-588-2500</u>
		Telephone number (including area code)

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)	41534551	
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	41456002	
9	Amount remaining (line 7 minus line 8)	78549	
10	Interest on line 9 using prior year's actual return of <u>12.71</u> %	9984	
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		6998118
b	Interest on (a) using prior year's effective rate of <u>6.67</u> % except as otherwise provided (see instructions)		889461
c	Total available at beginning of current plan year to add to prefunding balance		7887579
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)	88533	0

Part III		Funding percentages	
14	Funding target attainment percentage	14	67.28 %
15	Adjusted funding target attainment percentage	15	67.68 %
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	75.29 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	66.89 %

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
01/03/2011	500000		07/08/2011	14100000	
03/21/2011	1100000		10/03/2011	16800000	
04/01/2011	1400000		01/10/2012	16800000	
04/01/2011	14100000		09/06/2012	44700000	
07/01/2011	1000000				
07/08/2011	1000000				
			Totals ▶	18(b)	111500000
				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
b Contributions made to avoid restrictions adjusted to valuation date	19b 4904070
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 99746070
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 63
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	18693030	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	406782753	80936249	
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	99629279	
	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	99629279	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	99746070	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	116791	
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	17855543	
43 Excess installment acceleration amount to be carried over to future plan years	43	35996614	

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 HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>061</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		1977443	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		342704	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

(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		278174	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)

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		271621	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

(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		251146	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		226725	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)

BLACROCK

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		199426	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		139026	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		127875	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		104407	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		88697	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		77785	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		71954	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		45335	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

STATE STREET

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		37244	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		31887	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		30039	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

(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		22111	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)

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		21094	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		20961	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

(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		20020	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)

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		17412	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		16859	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

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

HUSCH BLACKWELL

26-1688286

(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?
29		14805	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)

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		12476	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☐

(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		8466	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 ☐

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

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:	

<div>SCHEDULE D (Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>	
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 HOURLY EMPLOYEES				B Three-digit plan number (PN) ▶ 061	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 ROCKTENN CP, LLC				D Employer Identification Number (EIN) 36-2041256	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: SMURFIT-STONE CONT CORP MASTER TRUS					
b Name of sponsor of entity listed in (a): ROCKTENN CP, LLC					
c EIN-PN 36-2041256-500		d Entity code M		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 903891861	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

Schedule D (Form 5500) 2011 v.012611

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

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 HOURLY EMPLOYEES	B Three-digit plan number (PN) ►	061
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)	6900000	61500000
(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)	878110826	903891861
(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)	585829	580028
(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	885596655	965971889

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	1462736	786947
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	1462736	786947

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	884133919	965184942
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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)	111500000	
(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)		111500000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	21932	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		21932
(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)		46097599
(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		157619531

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	67121591	
(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)		67121591
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)	2054173	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	2124646	
(4) Other	2i(4)	5268098	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9446917
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		76568508

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		81051023
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 HOURLY EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>061</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>11</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 HOURLY EMPLOYEES

INDEX OF FINANCIAL STATEMENTS

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Independent Auditor's Report	
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* 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 Hourly Employees

We were engaged to audit the accompanying statement of net assets available for benefits of Smurfit-Stone Container Corporation Pension Plan for Hourly 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 HOURLY 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	\$ 903,892,000	\$ 878,111,000
Group annuity contracts	580,000	586,000
Employer contributions receivable	<u>61,500,000</u>	<u>6,900,000</u>
Total assets	<u>965,972,000</u>	<u>885,597,000</u>
LIABILITIES:		
Accrued expenses	<u>787,000</u>	<u>1,463,000</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 965,185,000</u>	<u>\$ 884,134,000</u>

See notes to financial statements.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR HOURLY 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	\$ 111,500,000	\$ 32,107,000
Interest on group annuity contracts	22,000	51,000
Plan interest in Smurfit-Stone Container Corporation Defined-Benefit Master Trust investment income	<u>46,098,000</u>	<u>103,880,000</u>
Total additions	<u>157,620,000</u>	<u>136,038,000</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	67,122,000	64,708,000
Administrative expenses	<u>9,447,000</u>	<u>10,719,000</u>
Total deductions	<u>76,569,000</u>	<u>75,427,000</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	81,051,000	60,611,000
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	<u>884,134,000</u>	<u>823,523,000</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	<u>\$ 965,185,000</u>	<u>\$ 884,134,000</u>

See notes to financial statements.

SMURFIT-STONE CONTAINER CORPORATION
PENSION PLAN FOR HOURLY 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 Hourly 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 Hourly Employees is a defined benefit pension plan covering eligible hourly employees at the participating plants of Smurfit-Stone Container Enterprises, Inc. and certain subsidiaries. Smurfit-Stone Container Enterprises, Inc. is a wholly-owned subsidiary of Smurfit-Stone Container Corporation. The Plan is generally non-contributory; however, in previous years, employees at certain locations have been allowed to make contributions subject to the Plan's provisions. Certain other Plan provisions vary by location. 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 years of service multiplied by a benefit service factor under the Plan and are paid at either the participant's early, normal or disability 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 January 1, 2008, the benefits under the Plan for certain non-collectively bargained employees hired, rehired, or transferred were frozen and no new participants were allowed into the Plan subsequent to that date. As a result, these employees have not accrued additional benefits under the Plan after December 31, 2007.

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 HOURLY 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' years of service multiplied by a benefit service factor. The accumulated plan benefits for active employees are based on their negotiated or otherwise agreed-upon benefit level in effect at the valuation date. 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 HOURLY 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 Blue Collar Adjustment and mortality improvements projected to 2017 with Scale AA	RP-2000 Combined Active/Retiree Healthy Mortality Table for males and females with a Blue 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 70, at specific percentage rates from 3% to 100% Terminated vested participants - Age 62	Active participants - Ages 55 to 70, at specific percentage rates from 7% to 100% Terminated vested participants – Earliest unreduced retirement age

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 HOURLY 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 47%. 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 HOURLY 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>\$ 14,977,000</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 a certification 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 HOURLY 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 HOURLY 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 HOURLY 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 requires 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 HOURLY 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 \$99,629,000 and \$18,377,000 in 2011 and 2010 respectively. Additionally, during the Plan year, the Plan sponsor made discretionary contributions of \$11,871,000, which includes \$ 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 HOURLY 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	\$ 181,268,000	\$ 184,173,000
Inactive participants with deferred benefits	260,421,000	181,866,000
Inactive participants receiving benefits	<u>557,229,000</u>	<u>524,037,000</u>
	998,918,000	890,076,000
Nonvested benefits	<u>20,282,000</u>	<u>19,505,000</u>
Total actuarial present value of accumulated benefits obligation	<u>\$ 1,019,200,000</u>	<u>\$ 909,581,000</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	\$ 909,581,000
Assumption changes (primarily discount rate change)	96,090,000
Interest due as a result of the decrease in the discount period	74,564,000
Benefits paid	(64,710,000)
Change in plan provisions	5,918,000
Benefits accumulated and (gains) losses	<u>(2,243,000)</u>
Actuarial present value of accumulated benefits obligation at January 1, 2011	<u>\$ 1,019,200,000</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 HOURLY 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 8% and 5% 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 HOURLY 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 HOURLY 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 061

Identity of Issue	Description of Assets	Cost	Current Value
Equitable Life Assurance Society	Immediate Participation Guarantee Fund	\$ 346,927	\$ 346,927
Equitable Life Assurance Society	Dividend Experience Funds	<u>233,101</u>	<u>233,101</u>
		<u>\$ 580,028</u>	<u>\$ 580,028</u>

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

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

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

Schedule SB, Line 4 — Additional Information for Plans in At-Risk Status

- **Special retirement assumption:** Active and deferred inactive participants who are eligible for immediate retirement and withdrawal benefits in the first 11 plan years are assumed to 100% retire in the first year of eligibility following the valuation year.
- **Most valuable form of payment:** Participants who have not yet commenced benefits are assumed to elect a single life annuity form of payment. Liabilities for male participants are loaded 0.92% to 13.34% and liabilities for female participants are loaded 0.00% to 5.92% to reflect the most valuable form of payment.
- **Loading factor:** The liability was not increased by 4% plus \$700 times the number of plan participants, nor was the normal cost increased by 4%, as the plan was not at risk in two of the prior four plan years.

Schedule SB, Part V — Summary of Plan Provisions**Summary of major plan provisions**

The following is a summary of what we understand to be the most relevant plan provisions for purposes of actuarial valuations. The summary should not be used for purposes of determining plan benefits under the plan.

Effective date and plan year	The effective date is April 1, 1970. The plan year is the calendar year. Effective December 31, 1998, the Stone Container Corporation Basic Hourly Pension Plan and the Stone Container Corporation Brown Papers Basic Hourly Pension Plan merged into the Jefferson Smurfit Corporation Pension Plan for Hourly Employees to form the Smurfit-Stone Container Corporation Pension Plan for Hourly Employees. Effective December 31, 2000, the St. Laurent Pension Plan for Union Employees was merged into this plan. Effective December 31, 2001, the St. Laurent non-union hourly employees were spun off from the Smurfit-Stone Container Corporation Pension Plan for Salaried Employees and merged into this plan.
Most recent amendment	The plan was last restated January 1, 2007 and last amended effective January 1, 2011. The valuation reflects known negotiated changes through December 31, 2011.
Status of the plan	The plan has ongoing benefit accruals and most new union employees are eligible to participate in the plan once they satisfy the participation requirements. Non-union employees hired after January 1, 2008 are not eligible to participate.
Significant events that occurred during the year	Smurfit-Stone Container Corporation was purchased by Rock-Tenn Company on May 27, 2011.
Sponsoring employer	RockTenn CP, LLC
Administration	The plan is administered by the administrative committee.
Type of plan	The plan is defined benefit, self-insured trustee plan.
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.

Schedule SB, Part V — Summary of Plan Provisions

Participant contributions	Employee contributions are neither required nor permitted.
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 calendar quarter in which the determination is made. Different assumptions may apply to participants who commenced benefits prior to 2008.

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Smurfit-Stone Container Corporation Hourly Model Pension Plan****Participating employees**

A collectively bargained employee is eligible to participate on the first day of the month following the completion of one year of Service. Non-union employees are eligible only if they were hired prior to January 1, 2008. Union employees at the following locations are not eligible for the plan if they are hired after the Effective Dates shown:

Plant	Business Unit	Effective Date
Boston Container GCIU	B0139	03/01/2009
Boston Container SEIU	B0139	05/01/2010 (new)
El Paso - Accurate	B0319	07/01/2009
Grand Prairie, TX	B0348	02/01/2012
Lexington Container	B0042	01/01/2009
Mansfield, MA	B0347	03/14/2010
Murfreesboro Container	B0373	03/01/2009
Nashville Reclamation	B0097	09/01/2009
Neenah, WI	B0398	01/01/2009
Oakland	B0406	06/25/2007
Richmond West	B0016	02/19/2007

The following locations have implemented the SSCC Hourly Model Plan for employees hired on or after the Implementation Dates shown:

Plant	Business Unit	Implementation Date
Anchorage	B0254	07/01/2003
Atlanta Sheet, GA	B0136	01/01/2007
Augusta Reclamation	B0233	07/01/2003
Bakersfield (Pioneer)	B0251	07/01/2003
Baltimore South Packaging	B0178	01/01/2003
Bedford Park	B0162	09/01/2003
Beloit	B0224	09/01/2002
Birmingham, AL	B0248	12/16/2009
Blue Springs	B0340	04/01/2005
Boston Container GCIU	B0139	04/01/2005
Boston Container IBFO	B0139	04/15/2005
Bradenton	B0307	01/01/2010
Bridgeview Container	B0356	01/01/2008
Bridgeview ² (Mead)	B0518	02/01/2004
Cantonment Graphics	B0056	01/01/2003
Carol Stream Carton GCIU 415	B0367	02/15/2007
Carol Stream Carton IAM 8	B0367	01/01/2006

² Receive credit for service under prior Mead plan for both vesting and eligibility purposes.

Schedule SB, Part V — Summary of Plan ProvisionsParticipating employees
(continued)

Plant	Business Unit	Implementation Date
Carthage Mill	B0198	01/01/2004
Castle Rock	B0274	11/01/2005
Chattanooga	B0129	01/01/2004
Chicago (Southside) Recycling	B0021	07/01/2003
Cincinnati Sheet	B0143	07/01/2003
Cincinnati Container	B0223	01/01/2004
Cincinnati Kemper	B0223	07/01/2003
City of Industry	B0318	07/01/2003
Collierville, TN	B0370	01/01/2004
Columbus, IN	B0041	01/21/2007
Columbus Recycling	B0154	07/01/2003
Corfab (aka Vacaville)	B0001	07/01/2003
Corona Container	B0213	09/01/2004
Covington (Mead)	B0519	10/01/2002
Dallas Container	B0150	07/04/2003
Dalton	B0277	01/01/2004
Danville	B0317	04/01/2004
Denver, CO	B0012	04/30/2005
Des Moines Container	B0066	01/01/2004
Des Moines Sheet	B0418	07/01/2003
D-Graphics (Austill Packaging)	B0231	07/01/2003
East Longmeadow	B0131	06/01/2000
Eastman	B0128	01/01/2003
El Paso – Accurate	B0319	08/06/2004
Expert Services – Tampa	B0052	07/01/2003
Evansville Reclamation	B0200	10/01/2009
Fargo, ND	B0346	01/01/2003
Fernandina Container	B0071	07/16/2008
Fernandina Mill	B0377	06/01/2003
Florence Mill	B0366	07/11/2002
Fort Lauderdale Reclamation	B0240	07/01/2003
Fort Smith, AR (Mead)	B0520	10/01/2002
Fort Smith Container	B0050	07/01/2002
Fort Worth Container	B0072	01/01/2004
Fowler	B0363	01/01/2003
Frankfort Container	B0017	07/01/2003
Fresno Container	B0333	03/01/2005
Fresno Recycling	B0088	07/01/2003
Galesburg Container	B0245	09/06/2005
Grand Prairie, TX	B0348	02/01/2005

Schedule SB, Part V — Summary of Plan ProvisionsParticipating employees
(continued)

Plant	Business Unit	Implementation Date
Greensboro	B0026	07/01/2003
Greensboro Carton	B0332	01/01/2006
Hanover Park	B0357	07/01/2001
Hodge Mill	B0410	10/25/2006
Hopewell Mill	B0297	08/01/2007
Houston, TX	B0156	07/01/2003
Houston Container	B0188	12/07/2005
Humboldt Container	B0257	08/04/2005
Innovative Packaging	B0177	06/01/2000
Irvine Carton	B0282	09/01/2004
Jacksonville Container – Machinists	B0241	01/01/2006
Jacksonville Mill	B0325	07/01/2006
Jacksonville Reclamation	B0287	07/01/2003
Jefferson, OH	B0057	05/14/2005
Jersey Shore	B0074	09/01/2002
Joliet, IL	B0265	01/01/2006
Jonesboro Container	B0002	01/01/2004
Kansas City Reclamation	B0272	10/01/2007
KC Carton - Machinists	B0046	01/01/2003
Knoxville Container	B0412	01/01/2004
L.A. Mill – 57th street	B0084	03/21/2006 (new)
Latta	B0309	04/01/2003
Lewisburg (Mead)	B0521	10/01/2002
Lexington, NC	B0381	07/01/2003
Los Angeles Bag	B0295	01/01/2003
Los Angeles Mill	B0084	03/21/2006
Louisville Bag	B0092	10/10/2005
Louisville Container	B0022	01/01/2004
Louisville Reclamation	B0029	01/01/2004
Malt Avenue – L.A. Container	B0126	03/01/2005
Mansfield, MA	B0347	02/01/2006
Mansfield Display Graphics	B0036	06/01/2000
Mansfield Packaging (Corrofab)	B0322	06/01/2000
Marietta	B0148	01/01/2003
Marquardt	B0217	06/16/2004
Memphis Container	B0344	01/01/2005
Milpitas Container (Oakland)	B0149	09/01/2004
Milwaukee (Germantown)	B0226	10/01/2005
Milwaukee Container	B0235	07/01/2003

Schedule SB, Part V — Summary of Plan ProvisionsParticipating employees
(continued)

Plant	Business Unit	Implementation Date
Minneapolis, MN	B0275	03/01/2003
Mishawaka	B0376	10/31/2002
Missoula, MT	B0392	12/14/2007
Murfreesboro Container	B0373	01/01/2007
Muskogee Container	B0417	01/01/2004
Naperville	B0402	07/01/2003
Neenah, WI	B0398	09/01/2005
New Hartford	B0209	01/01/2002
North Tonawanda	B0299	01/01/2003
North Wales Carton	B0285	07/01/2003
Norwood Consumer Packaging	B0313	03/07/2006
Oakland	B0406	01/01/2007
Oklahoma City	B0173	01/01/2003
Orlando	B0115	07/01/2003
Pacific Carton	B0161	01/06/2007
Packaging Unlimited (San Juan)	B0388	04/01/2003
Perry Wood Procurement	B0079	07/01/2003
Philadelphia Container	B0185	01/01/2004
Philadelphia Mill	B0205	01/01/2004
Philadelphia Reclamation	B0025	01/01/2004
Philadelphia West	B0276	01/01/2010
Piscataway - ARCO ³	B0532	06/01/2003
Portage Consumer Packaging	B0230	01/01/2003
Portland Container	B0259	09/01/2004
Portland, CT	B0120	03/08/2005
Portland East	B0047	07/01/2003
Quincy	B0117	05/01/2003
Raleigh, NC	B0280	07/01/2003
Ravenna Container	B0083	01/01/2004
Renton Container	B0085	03/01/2005
Richmond N Complex	B0643	At opening
Richmond West	B0016	03/25/2004
Richmond, VA – North	B0331	01/15/2008
Rogers Container	B0291	08/01/2005
Sacramento East	B0228	03/05/2010
Sacramento West Recycling	B0189	08/09/2008
Salinas, CA	B0204	06/16/2004
Salt Lake City (Equipment)	B0311	01/01/2003

³ All participants are covered by model plan provisions, even those hired prior to June 1, 2003.

Schedule SB, Part V — Summary of Plan ProvisionsParticipating employees
(continued)

Plant	Business Unit	Implementation Date
San Jose IPS	B0206	03/05/2010 (new)
Santa Clara Carton	B0055	09/01/2004
Santa Clara Mill	B0035	03/01/2005
Santa Fe Springs	B0369	06/16/2004
Seattle Recycling	B0140	06/01/2004
Shelby Container	B0290	07/01/2003
Sioux City Container	B0281	12/11/2003
Sioux City, IA (South)	B0062	01/01/2007
Sioux Falls, SD	B0039	01/01/2006
Smurfit Flexible Packaging – North	B0158	07/01/2003
Smurfit Flexible Packaging – South	B0183	07/01/2003
Smurfit Laminations (Elk Grove Village)	B0094	06/12/2004
Solon Container	B0018	01/01/2004
Springfield, MO	B0086	03/01/2003
Springfield, MA	B0262	01/01/2002
St. Charles – GCIU	B0106	01/01/2006
St. Charles – Hourly Paid Non-Union	B0106	07/01/2003
St. Charles Recycling	B0415	07/01/2003
St. Cloud	B0310	10/01/2003
St. Joseph, MO	B0053	07/22/2004
St. Louis, MO	B0098	03/08/2005
St. Louis Container (Chesterfield)	B0374	11/21/2007
Temple	B0266	05/01/2003
Tropicana (Bradenton)	B0307	01/01/2009
Tupelo (non-union)	B0138	07/01/2003
Tupelo, MS-Sheet	B0138	01/01/2003
Tyler Container	B0164	05/01/2005
Uncasville	B0375	07/01/2003
Valley Forge	B0064	01/01/2004
Wabash Mill	B0350	01/01/2004
Washington Courthouse (Mead)	B0524	01/01/2006
Wellsburg	B0355	05/15/2004
Westfield	B0112	01/01/2003
Wilson Container	B0040	08/01/2006
Winston-Salem Container	B0068	01/01/2004

Schedule SB, Part V — Summary of Plan Provisions

Service considered	An employee will receive Credited Service from the later of the Implementation Date and the participant's date of hire to the participant's termination with Smurfit-Stone Container Corporation. An employee will receive Vesting Service commencing with the participant's date of employment and ending with the participant's termination with Smurfit-Stone Container Corporation.
Normal retirement date	The later of the first day of the month coincident with or next following the month in which a participant attains age 65.
Late retirement date	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.
Early retirement date	A participant can retire the first day of any month after completing 10 years of Vesting Service and attaining age 55.
Normal retirement benefit	A participant who retires on his Normal Retirement date will receive a monthly pension benefit equal to the participant's Credited Service multiplied by the benefit factor as specified in the supplement applicable to the participant's location as detailed in the following sections.
Late retirement benefit	The amount of a participant's late retirement benefit is paid in accordance with the determination of the Normal Retirement Benefit calculated above based on Credited Service and the benefit factor at the participant's Late Retirement Date in accordance with the Normal Retirement Benefit provisions.
Early retirement benefit	The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Credited Service and the benefit factor at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by one-half percent for each month that the benefit commences prior to age 65.

Schedule SB, Part V — Summary of Plan Provisions

Deferred vested benefit	<p>For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Vesting Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Credited Service and the benefit factor at the termination date in accordance with the Normal Retirement Benefit provisions. A participant can request commencement of his monthly benefit as early as age 55 with 10 years of Vesting Service. Such monthly retirement income shall be reduced by one-half percent for each month that the benefit commences prior to age 65.</p>
Disability benefit	<p>A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 10 years of Vesting Service. Total and permanent disability is determined as eligibility to receive a Social Security disability benefit. The amount of a disability pension is determined using Credited Service and the benefit factor in effect at the date of his disability in accordance with the Normal Retirement provisions. The benefit is payable six months after his date of disability.</p>
Death benefit	<p>A participant must have 5 years of Vesting Service and must have been married to his spouse for at least one year to be eligible for preretirement death benefits under the plan.</p> <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 later of the date of death or the participant's earliest retirement age.</p>
Optional forms	<p>100%, 75% or 50% Contingent Annuity, 10 Years Certain and Life Annuity.</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. For participants not married on the annuity commencement date the normal form is a Single Life Annuity. For participants married on the annuity commencement date, the normal form is a Qualified 50% Joint and Survivor Annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior Stone Container Corporation Basic Hourly Pension Plan**

Participating employees	<p>All participants in the predecessor plans continue as participants on the Effective Date of the plan (January 1, 1999). All participants in the Continental plans on October 8, 1983 become participants on January 1, 1984. An employee is eligible to participate on the first day of the month following: the completion of 1,000 hours of service during the 12-month period ending on the first anniversary of an employee's date of hire, and the employee's 21st birthday. If the employee does not complete 1,000 hours in his first year, he becomes a participant after the first Plan Year that he completes 1,000 hours. The employee must be a "covered employee" and, if non-union, be hired prior to January 1, 2008.</p> <p>Employees covered under the Model Pension Plan are not covered by these provisions except for determination of benefit factors.</p>
Service considered	An employee will receive Benefit Service and Vesting Service as the total of the participant's full and fractional years of service, commencing with the participant's date of employment and ending with the participant's termination with Smurfit-Stone Container Corporation.
Normal retirement date	The later of the first day of the month coincident with or next following the month in which a participant attains age 65 and the fifth anniversary of plan participation.
Late retirement date	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.
Early retirement date	A participant can retire the first day of any month after completing 15 years of Vesting Service and attaining age 60.
Normal retirement benefit	<p>A participant who retires on his Normal Retirement date will receive a monthly pension benefit equal to 1. minus 2. below:</p> <ol style="list-style-type: none"> 1. The participant's Benefit Service multiplied by the benefit factor as specified in the supplement applicable to the participant's location. 2. The participant's accrued Continental benefit, if any, as of October 8, 1983.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement benefit	The amount of a participant's late retirement benefit is paid in accordance with the determination of the Normal Retirement Benefit calculated above based on Benefit Service and the benefit factor at the participant's Deferred Retirement Date in accordance with the Normal Retirement Benefit provisions.
Early retirement benefit	The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Benefit Service and the benefit factor at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by one-half percent for each month that the benefit commences prior to age 65.
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Vesting Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Benefit Service and the benefit factor at the termination date in accordance with the Normal Retirement Benefit provisions. A participant can request commencement of his monthly benefit as early as age 60 with 15 years of service. Such monthly retirement income shall be reduced by one-half percent for each month that the benefit commences prior to age 65.
Disability benefit	A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 15 years of Vesting Service. Total and permanent disability is determined as eligibility to receive a Social Security disability benefit. The amount of a disability pension is determined using credited service and the benefit factor in effect at the date of his disability in accordance with the Normal Retirement provisions. The benefit is payable six months after his date of disability.
Death benefit	<p>A participant must have five (5) years of Vesting Service to be eligible for preretirement death benefits under the plan.</p> <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 later of the date of death or the participant's earliest retirement age.</p>

Schedule SB, Part V — Summary of Plan Provisions

Optional forms

1. 100%, 75% or 50% Contingent Annuity, 10 or 15 Years Certain and Life Annuity for Supplements Y, Z, AA, BB, and CC.
2. 75% or 50% Contingent Annuity, Life Annuity and Social Security Level Option for Supplements PP, VV, XX, BBB, CCC, DDD and FFF.
3. 100%, 75% or 50% Contingent Annuity, 5, 10, 15 or 20 Years Certain and Life Annuity for Supplement QQ.
4. 100%, 75% or 50% Contingent Annuity and Life Annuity for Supplements UU and LLL.
5. 100%, 75% or 50% Contingent Annuity, 5, 10 or 15 Years Certain and Life Annuity for Supplement WW.
6. 100%, 75% or 50% Contingent Annuity for All Other Supplements.

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 participants not married on the annuity commencement date the normal form is a Single Life Annuity. For participants married on the annuity commencement date, the normal form is a Qualified Joint and Survivor Annuity.

Schedule SB, Part V — Summary of Plan Provisions*Summary of supplements for the Prior Stone Container Corporation Basic Hourly Pension Plan***(Where different from primary plan provisions)**

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
				Unred	Red							
A. New Orleans Corrugated: CLOSED 2003												
B0023	Y221	(1)								100	06/01/2005	19.50
B. Jackson Corrugated: CLOSED 5/2002												
B0351	Y241	(1)								100	01/01/2001	19.50
C. Tyler Corrugated:												
B0164	Y271	(1)								100	01/01/2009	26.00
											01/01/2010	27.00
											01/01/2011	28.00
											01/01/2012	29.00
											01/01/2013	30.00
D. Rogers Corrugated:												
B0291	Y281	(1)							No svc prior to 1/1/1963	100	04/01/2008	26.75
											12/10/2009	27.75
											04/01/2010	28.75
											04/01/2011	29.75
											04/01/2012	30.75
E. Columbia Corrugated: CLOSED 2007												
B0006	Y291	(1)								120	01/01/2006	26.50
F. Hopewell Mill Corrugated:												
B0297	A051	(1)		60/20	55/15					150	08/01/2008	38.00
											08/01/2009	38.50
											08/01/2010	39.50
G. Port Wentworth Mill (UPIU): CLOSED 1/29/1999												
		(1)		62/20 60/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			200	06/20/1999	28.00
H. Port Wentworth Mill (IAM): CLOSED 1/29/1999												
B0278		(1)		62/20 60/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			200	06/20/1999	28.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
				Unred	Red							
I. Port Wentworth Mill (IBEW): CLOSED 1/29/1999												
		(1)		62/20 60/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			200	06/20/1999	28.00
J. Port Wentworth Mill (P&P): CLOSED 1/29/1999												
		(1)		62/20 60/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			200	06/20/1999	28.00
K. Des Moines Bag: SOLD 6/30/2006												
B0066		(1)									07/01/2006	20.00
L. Teterboro Corrugated: Changed to multi-employer CLOSED 2006												
B0121		(1)			55/15					120		10.75
M. Westfield Sheet: CLOSED 2003												
B0112	Y260	(1)			55/15					120	01/01/2003	24.00
N. Portland Corrugated: CLOSED												
B0120	Y090	(1)			55/15					120	08/23/2008 01/21/2009 01/21/2010 01/21/2011	28.00 29.00 30.00 31.00
O. Martinsville Corrugated: Changed to multi-employer												
B0089	Y191	(1)			55/15					120		8.50
P. Philadelphia Corrugated: Changed to multi-employer CLOSED 2007												
B0100		(1)			55/15					120		9.00
Q. Tupelo Corrugated:												
B0138	Y900	(3)	65		55/10		10	1,000 Hrs. Rule	2,000 Hrs. Rule; No svc prior to 1/1/1984		01/01/2008	24.50

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
R. Hodge Bag – hired after 7/1/1980: SOLD 7/12/1996												
		(2)		60/30 62/20 55/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10				10/01/1996	12.00
S. Hodge Bag – hired between 8/1/1977 and 7/1/1980: SOLD 7/12/1996												
		(2)		60/30 62/20 55/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60					10/01/1996	16.00
R/S Hodge Specialty Packaging: SOLD 6/30/2006												
B0400											10/01/2005	21.00
T. Hodge Wood Procurement – hired on or after 1/1/1980:												
B0314	A071	(2)		60/30 62/20 55/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			250	01/01/2004	27.00
U. Hodge Wood Procurement – hired before 1/1/1980:												
B0314	A071	(2)		60/30 62/20 55/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			250	01/01/2009 01/01/2010	33.50 34.50
V. Hodge Mill Corrugated:												
B0410	A021	(2)		60/30 62/20 55/30	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			320	07/01/2008 07/01/2009	38.50 39.50
W. Hopewell Mill Container:												
B0297	A051	(1)		62/20	60/15 60/20	.5% from 65 .5% from 62				150	08/01/2008 08/01/2009 08/01/2010	38.00 38.50 39.50

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement	Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
X. Uncasville Mill:											
B0375	A090	(3)		55/15						01/01/2009	41.00
Y. Gulf Container: CLOSED											
	A020	(3)	65	55/10		10				11/01/1985	3.50
Z. Charlotte Corrugated: CLOSED 6/29/1999											
		(4)	65	55/10		10	1,000 Hrs. Rule	1,000 Hrs. Rule		01/01/1999	21.00
AA. Florence Mill:											
B0366	A111	(3)	65	55/10		10				09/01/2008 09/01/2009 09/01/2010 09/01/2011 09/01/2012 09/01/2013	44.00 45.00 46.00 47.00 48.00 49.00
BB. Los Angeles Corrugated (City of Industry): CLOSED 2009											
B0318	Y230	(2)	65	55/10		10	1,000 Hrs. Rule	2,000 Hrs. Rule		01/01/2006	35.50
CC. Mishawaka Corrugated:											
B0376	Y211	(2)	65	55/10		10	1,000 Hrs. Rule	2,000 Hrs. Rule		10/31/2008 10/31/2009 10/31/2010 10/31/2011 10/31/2012	27.50 28.50 29.50 30.50 31.50
DD. Strong-Robinette (Bristol Bag): CLOSED											
		(3)	65	55/10		10	1,000 Hrs. Rule	2,000 Hrs. Rule		01/01/1992	6.00
EE. Richmond East (Prior to 5/20/1993): CLOSED 2007											
		(3)		62/10	Table C	45/10 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 30 years; No svc prior to 1/1/1986			12.00

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
FF. Lewistown: SOLD 1/30/1989												
		(4)			62/10	Table C	45/10 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 30 years		08/15/1988	12.00
GG. Elizabeth Bag: SOLD 7/12/1996												
		(3)			62/10	Table C-1	45/10 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 20 years		10/01/1996	19.00
HH. Elizabeth Truckers: SOLD 7/12/1996												
		(3)			62/10	Table C-1	45/15 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 20 years		05/01/1996	18.50
II. Plainfield Bag: SOLD 7/12/1996												
		(4)			62/10	Table C-1	45/10 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 20 years; No svc prior to 1/1/1977		02/01/1996	10.50
JJ. Remington SOLD 1/30/1989												
		(4)			62/10	Table C	45/10 50% until 65	1,000 Hrs. Rule	1,000 Hrs. Rule; Limited to 30 years; No svc prior to 1/1/1986		08/15/1988	12.00
KK. Hodge Bag – hired before 8/15/1977: SOLD 7/12/1996												
		(2)		60/30 62/20	60/15 60/20 55/30	.5% from 65 .5% from 62 .5% from 60	10			320	10/01/1996	27.00
LL. Phoenix/Tempe S/D: CLOSED 2004												
		(3)									11/01/1987	6.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement	Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
MM.El Paso Accurate Corrugated (East):											
B0319	Y311	(3)								01/01/2009 01/01/2010 01/01/2011 01/01/2012	16.50 17.50 18.50 19.50
NN. Indianapolis Corrugated: CLOSED 5/1/1992											
		(3)								05/01/1992	8.00
OO. Marietta:											
B0148	Y010	(3)					1,000 Hrs. Rule	Limited to 30 years; No svc prior to 7/1/1994		01/01/2006	15.00
PP. Glendale Corrugated: Changed to multi-employer											
B0288	Y801	(3)		55		5				05/01/1968 01/01/1994	5.00 ⁽¹⁾ 14.00 ⁽²⁾
QQ. Wellsburg Bag: SOLD 6/30/2006											
B0355	C841	(3)	65	55/10	.5% from 65 .25% from 65 if ER Age ≥ 62	10	1,000 Hrs. Rule	No svc prior to 5/1/1958		05/15/2005	24.50

⁽¹⁾ For service prior to 05/01/1968.⁽²⁾ For service after 05/01/1968.

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement	Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
RR. Cincinnati Sheet:											
B0143	Y870	(3)	65		55/10			No svc prior to 8/1/1988		07/01/2008	22.00
SS. Indianapolis Corrugated: CLOSED 5/1/1992											
		(3)	65		55/10					05/01/1989	5.00
TT. Bedford Park Corrugated:											
B0162	Y320	(3)	65		55/10					09/01/2008	27.00
UU. Richmond (Prior to 05/20/1993): SOLD 7/12/1996											
		(3)			55/10	.42% from 65	10 110% until 62	1,000 Hrs. Rule	1,600 Hrs. Rule	10/01/1992	14.50
VV. Spartan – Stone/Herrin: CLOSED											
		(2)	65		55/10			1,000 Hrs. Rule	1,200 Hrs. Rule	11/15/1990	5.00
TT. Seminole Kraft Mill: (Jacksonville Mill)											
B0325	A250 A251	(3)	62		55/10	.5% from 62	10		No svc prior to 1/1/1990	07/01/2008 07/01/2009	34.00 35.00
XX. Dallas Corrugated: CLOSED 10/10/1999											
		(2)	65		55/10		5	1,000 Hrs. Rule	1,200 Hrs. Rule	05/01/1968 01/01/1999	5.00 ⁽¹⁾ 17.00 ⁽²⁾
YY. El Paso Manufacturers (West): CLOSED 4/1/1999											
		(3)								01/01/1998	8.50
ZZ. Arcadia Bag: SOLD 6/30/2006											
B0364	C901	(3)	65		55/10		10			01/01/2006	20.00

⁽¹⁾ For service prior to 05/01/1968.⁽²⁾ For service after 05/01/1968.

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
				Unred	Red							
AAA. Graceville: SOLD 9/10/1996												
		(3)						1,000 Hrs. Rule; No svc prior to 9/22/1980	Limited to 30 years; No svc prior to 9/22/1980		01/01/1996	11.00
BBB. Eagar Sawmill (Flagstaff): CLOSED												
		(2)	65		55/10	Table C-3	5	1,000 Hrs. Rule	1,200 Hrs. Rule		05/01/1968 05/01/1968 01/01/1979 01/01/1980 01/01/1985 01/01/1995	5.00 ⁽¹⁾ 12.00 ⁽²⁾ 7.50 ⁽³⁾ 8.50 ⁽⁴⁾ 15.00 ⁽⁵⁾ 17.00 ⁽⁶⁾
CCC. Southfork Sawmill: SOLD 9/10/1996												
		(2)	65		55/10	Table C-3	5	1,000 Hrs. Rule	1,200 Hrs. Rule; No svc prior to 1/1/1979		01/01/1980 01/01/1980 01/01/1985 01/01/1995	12.00 ⁽⁷⁾ 15.50 ⁽⁴⁾ 15.00 ⁽⁵⁾ 17.00 ⁽⁶⁾

⁽¹⁾ For service prior to 05/01/1968.⁽²⁾ For service from 05/01/1968 to 12/31/1978.⁽³⁾ For service from 01/01/1979 to 12/31/1979.⁽⁴⁾ For service from 01/01/1980 to 12/31/1984.⁽⁵⁾ For service from 01/01/1985 to 12/31/1992.⁽⁶⁾ For service after 01/01/1993.⁽⁷⁾ For service prior to 12/31/1979.

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
				Unred	Red							
DDD. Orangeburg: CLOSED 2000												
B0130		(2)	65		55/10		10	1,000 Hrs. Rule	2,000 Hrs. Rule; No svc prior to 6/1/1983		04/01/1996	11.00
EEE. Florence Wood Procurement:												
B0366	A111	(3)			55/10		10	1,000 Hrs. Rule	No svc prior to 1/1/1984		09/01/2008	44.00
FFF. Eagar Sawmill (Flagstaff): CLOSED												
		(2)	65		55/10	Table C-3	5	1,000 Hrs. Rule	1,200 Hrs. Rule		05/01/1963 05/01/1963 01/01/1985 01/01/1995	5.00 ⁽¹⁾ 12.00 ⁽²⁾ 15.00 ⁽³⁾ 17.00 ⁽⁴⁾
GGG. Apache Railway: SOLD 10/15/1998												
		(2)	65		55/10	Table C-3	5				05/01/1963 05/01/1963 01/01/1985 01/01/1995	5.00 ⁽¹⁾ 12.00 ⁽²⁾ 15.00 ⁽³⁾ 17.00 ⁽⁴⁾

⁽¹⁾ For service prior to 05/01/1963.⁽²⁾ For service from 05/01/1963 to 12/31/1984.⁽³⁾ For service from 01/01/1985 to 12/31/1992.⁽⁴⁾ For service after 01/01/1993.

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Normal Ret	Early Retirement		Early Reduction (per month)	Disability Eligibility	Vesting Service	Benefit Service	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
				Unred	Red							
HHH. Richmond – East Bag: SOLD 7/12/1996												
		(3)			55/10			1,000 Hrs. Rule	1,000 Hrs. Rule; No svc prior to 1/1/1986		05/20/1996	16.50
III. Marquardt: CLOSED 2006												
B0217	Y851	(3)			55/10		10	1,000 Hrs. Rule	1,000 Hrs. Rule; No svc prior to 11/1/1995		01/01/2006	33.00
JJJ.Blue Springs:												
B0340	Y830	(3)			55/10		10	1,000 Hrs. Rule	1,000 Hrs. Rule; No svc prior to 1/1/1996		01/01/2008 01/01/2009 01/01/2010 01/01/2011 01/01/2012	26.50 27.50 28.50 29.50 30.50
KKK. Santa Fe Springs:												
B0369	Y840	(3)			55/10		10	1,000 Hrs. Rule	1,000 Hrs. Rule; No svc prior to 11/1/1995		01/01/2009 06/16/2012 06/16/2013	36.00 37.00 (new) 38.00 (new)
LLL. Jersey Shore: CLOSED 9/1/2002												
B0074	P100	(4)	65		55/10		10		No svc prior to 9/1/2002		01/01/2006	26.50

Schedule SB, Part V — Summary of Plan Provisions

Alternate participation requirements:

1. The later of the first January 1 following most recent employment date and the date member attains age 21.
2. Eligible upon employment.
3. Eligible upon the first entry date after the member completes one year of service and attains age 21 and, if non-union, hired before January 1, 2008.
4. Eligible upon the first entry date after the member completes one year of service.

Schedule SB, Part V — Summary of Plan Provisions*Early retirement factors*

	Number of Years Prior to Normal Retirement (Age 65)	Percent of Life Only Benefit
Table C	0	100.00
	1	89.30
	2	80.00
	3	71.80
Table C-1	0	100.00
	1	90.20
	2	81.60
	3	73.90
Table C-2	0	100.00
	1	90.80
	2	82.80
	3	75.80
Table C-3	0	100.00
	1	90.13
	2	81.48
	3	73.87
	4	67.15
	5	61.18
	6	55.87
	7	51.13
	8	46.88
	9	43.07
	10	39.63

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior Stone Container Corporation Brown Papers Basic Hourly Pension Plan**

Participating employees	<p>All participants in the predecessor plan continue as participants on the effective date of the plan (January 1, 1999). An employee is eligible to participate on the first day of the month following the completion of 1,000 hours of service during the 12-month period ending on the first anniversary of an employee's date of hire. If the employee does not complete 1,000 hours in his first year, he becomes a participant after the first Plan Year that he completes 1,000 hours. The employee must be a "covered employee" and, if non-union, be hired prior to January 1, 2008. Employees covered under the Model Pension Plan are not covered by these provisions except for determination of benefit factors.</p>
Service considered	<p>An employee will receive one year of Vesting Service and Benefit Service for each plan year in which the employee completes 1,000 hours of employment. Vesting service granted by Champion International Corporation will also be counted as Vesting Service for this plan. Benefit Service will be granted for Benefit Service under a predecessor plan, but subject to the offset provided in the agreement between Champion International Corporation and Stone Container Corporation. Offset Service is all service granted prior to February 26, 1986. Benefit Service starts at the latter of the employee's Date of Hire or the date listed in the Summary of Supplements.</p> <p>Vesting Service only will be granted for service with a Stone Company before it adopts the plan.</p>
Normal retirement date	The first day of the month coincident with or next following age 65.
Late retirement date	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.
Early retirement date	A participant can retire the first day of any month after completing ten years of Vesting Service and attaining age 55 years.
Normal retirement benefit	A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to his years of Benefit Service multiplied by the benefit factor as specified in the supplement applicable to the participant's location. The benefit payable at Normal Retirement is offset by a participant's Offset Service multiplied by the highest negotiated benefit level on February 26, 1986.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement benefit	The amount of a participant's late retirement benefit is paid in accordance with the determination of the Normal Retirement Benefit calculated above based on Benefit Service and the benefit factor at the participant's Deferred Retirement Date in accordance with the Normal Retirement Benefit provisions.
Early retirement benefit	The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Benefit Service and the benefit factor at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by 6% for each of the first five years that the benefit commences prior to age 65 and by 3.6% for each of the next five years that the benefit commences prior to age 65.
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Vesting Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date (using Benefit Service and the benefit factor at termination date) in an amount equal to what the participant would have been entitled to under the normal retirement provision had the participant's termination date been his or her normal retirement date. A participant can request commencement of his monthly benefit as early as age 55 with ten years of Vesting Service. The benefit will be actuarially reduced to reflect early commencement.
Disability benefit	A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 10 years of Vesting Service. Total and permanent disability is determined as eligibility to receive a Social Security disability benefit. The amount of a disability pension is determined using Benefit Service and the benefit factor in effect at the date of his disability in accordance with the Normal Retirement Benefit provisions. The benefit is payable immediately. The benefit is not reduced for early commencement and all optional forms are available. Champion International Corporation does not honor disability retirement.
Death benefit	A participant must have five (5) years of Vesting Service to be eligible for preretirement death benefits under the plan. 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 later of the date of death or the participant's Earliest Retirement Age.
Optional forms	<ol style="list-style-type: none"> 1. 100%, 75% or 50% Contingent Annuity. 2. 5, 10 or 15 Years Certain and Life Annuity (not available for supplements 39 – 42 and 44 – 49). <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. For Participants not married on the annuity commencement date, the normal form is a Single Life Annuity. For participants married on the annuity commencement date, the normal form is a Qualified Joint and Survivor Annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions

Summary of supplements for the Prior Stone Container Corporation Brown Papers Basic Hourly Pension Plan

(Where different from primary plan provisions)

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
1. Jefferson Corrugated: CLOSED 2010										
B0057	Y461							If an employee terms on or after 8/1980, he is eligible for past service credit. Stone pays the difference between \$12.00 and the benefit level in effect at term for service from DOH to 01/01/1964. No service prior to 01/01/1979. Limited to 30 years.	08/01/2008 08/01/2009	27.50 28.50
2. Keokuk Corrugated: CLOSED 4/1/2000										
B0302								No service prior to 01/01/1979. Limited to 30 years.	08/01/1999	21.50
3. Ontonagon Mill: CLOSED 2010										
B0306	A161							No service prior to 01/01/1979. Limited to 30 years.	08/01/2008 08/01/2009	34.00 35.00
4. St. Cloud Corrugated:										
B0310	Y501							No service prior to 01/01/1979. Limited to 30 years.	11/01/2008 10/01/2009 10/01/2010 10/01/2011	31.25 32.25 33.25 34.25
5. Fargo Sheet:										
B0346	Y530							No service prior to 01/01/1979. Limited to 30 years.	12/17/2007 12/17/2008 01/24/2010 12/17/2010 12/17/2011 12/17/2012	27.00 28.00 29.00 30.00 31.00 32.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
6. Birmingham Corrugated:										
B0248	Y571							No service prior to 01/01/1980. Limited to 30 years.	01/01/2009 01/01/2010 12/15/2010 12/15/2011 12/15/2012	31.00 32.00 33.00 34.00 35.00
7. Naperville Sheet: CLOSED 2007										
B0402	Y610							No service prior to 01/01/1979. Limited to 30 years.	03/01/2006 03/01/2007	24.25 25.25
8. Beloit Sheet:										
B0224	Y740							No service prior to 01/01/1981. Limited to 30 years.	09/01/2006 09/01/2007 09/01/2008 09/01/2009	19.50 20.50 21.50 22.50
9. Neenah Sheet:										
B0398	Y671							No service prior to 01/01/1979.	01/01/2008 02/01/2009 01/01/2010 01/01/2011 01/01/2012	24.00 25.00 26.00 27.00 27.50
10. Danville Sheet: CLOSED 9/2006										
B0317	Y441							No service prior to 01/01/1980. Limited to 30 years.	03/01/2006	20.50
11. Springfield Corrugated:										
B0086	Y430							No service prior to 03/01/1979. Limited to 30 years.	01/01/2009	27.50

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
12. Tupelo Sheet:										
B0138	Y900							No service prior to 03/01/1979. Limited to 30 years.	01/01/2008	24.50
13. Ft. Smith, AR: CLOSED 12/22/1986										
								No service prior to 03/01/1979. Limited to 30 years.	03/01/1984	11.00
14. Joliet Corrugated: CLOSED 2008										
B0265	Y651			1/3% per month			Grant pre 1981 CIC service.	Grant pre 1981 CIC service but CIC pays for benefit. Limited to 30 years.	11/17/2007	28.00
15. St. Joseph Corrugated: CLOSED 2009										
B0053	Y721							No service prior to 03/01/1979. Limited to 30 years.	01/01/2005	24.75
16. Des Moines Sheet:										
B0418	Y400							No service prior to 03/01/1979. Limited to 30 years.	03/01/2007	25.75
17. Milwaukee Corrugated:										
B0226	Y511			A.E.	A.E.		Grant pre 1981 CIC service.	Grant pre 1981 CIC service. Limited to 35 years.	10/01/2008 10/01/2009 10/01/2010	27.75 28.25 29.25
18. San Leandro, CA: CLOSED										
				A.E.	A.E.		Grant pre 1981 CIC service.	Grant pre 1981 CIC service; Post 1981: Table A-1. Limited to 35 years.	08/01/1990	19.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
19. Denver Corrugated:										
B0012	Y451							No service prior to 03/01/1979. Limited to 30 years.	01/01/2008 03/01/2009 03/01/2010 03/01/2011 03/01/2012	26.50 27.25 28.25 29.25 30.25
20. Houston Sheet: CLOSED 2007										
B0156	Y470							No service prior to 03/01/1979. Limited to 30 years.	03/01/2006 03/01/2007 03/01/2008	22.00 23.00 24.00
21. Grand Prairie Corrugated:										
B0348	Y381							No service prior to 03/01/1979. Limited to 30 years.	02/01/2008 03/23/2009 02/01/2010 02/01/2012	27.00 27.50 28.00 29.00
22. Temple Sheet: CLOSED 3/2004										
B0266	Y560							No service prior to 03/01/1979. Limited to 30 years.	01/01/2004	18.50
23. Salinas Corrugated:										
B0204	Y591			A.E.	A.E.		Grant pre 1981 CIC service.	Grant pre 1981 CIC service. Post 1981: Table A-1. Limited to 35 years.	01/01/2007 01/01/2008 01/01/2009 06/16/2012 06/16/2013	34.00 35.00 36.00 37.00 (new) 38.00 (new)
24. Sioux Falls Corrugated:										
B0039	Y411							No service prior to 03/01/1980. Limited to 30 years.	03/01/2006 03/01/2007 07/06/2008 03/01/2009 03/01/2010 03/01/2011	27.00 27.50 28.50 29.50 30.50 31.50

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
25. Minneapolis Corrugated:										
B0275	Y391							No service prior to 01/01/1979. Limited to 30 years.	03/01/2006 07/01/2007 03/01/2008 03/01/2009 03/01/2010	25.50 26.50 27.00 27.50 28.50
26. Lexington Corrugated: CLOSED 2009										
B0381	Y620							No service prior to 01/01/1979. Limited to 30 years.	07/01/2008 07/01/2009	27.50 28.00
27. Collierville Sheet:										
B0370	Y681							No service prior to 01/01/1979. Limited to 30 years.	05/01/2005 05/01/2008 05/01/2009 05/01/2010 05/01/2011	25.50 26.50 27.50 28.50 29.50
28. Oklahoma City Sheet: CLOSED 2005										
B0173	Y711							No service prior to 03/01/1979. Limited to 30 years.	01/01/2007	24.00
29. Little Rock Corrugated: CLOSED 2006										
B0099	Y421							No service prior to 01/01/1980. Limited to 30 years.	01/01/2005	26.25
30. Gurnee, IL: CLOSED										
								No service prior to 01/01/1979. Limited to 30 years.	01/01/1987	13.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
31. Atlanta Sheet:										
B0136	Y701							No service prior to 01/01/1979. Limited to 30 years.	01/01/2004 01/01/2007 01/01/2008 01/01/2009 01/01/2010	28.00 28.50 29.00 29.50 30.50
32. Sand Springs Corrugated: CLOSED 6/2000										
B0196								No service prior to 01/01/1979. Limited to 30 years.	01/01/2000	20.50
33. Sioux City Corrugated:										
B0062	Y481							No service prior to 01/01/1980. Limited to 30 years.	11/01/2007 11/01/2008 11/01/2009 11/01/2010 11/01/2011	28.50 29.50 30.50 31.50 32.50
34. St. Louis Corrugated: CLOSED 2010										
B0098	Y691						Grant pre 1982 CIC service.	Grant pre 1982 CIC service. Limited to 30 years.	02/16/2006 02/16/2007 02/16/2008 02/16/2009 02/16/2010	24.00 25.00 26.00 27.00 28.00
35. Fowler, IN: SOLD 6/30/2006										
B0363	C740						Grant pre 1980 CIC service.	Grant pre 1980 CIC service. Limited to 30 years.	01/01/2006	23.00 ⁽¹⁾

⁽¹⁾ Benefit is frozen accrued benefit as of 09/29/1989 plus benefit factor for service after 12/18/1997.

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
36. Richmond – North Corrugated:										
B0331	Y641						Grant pre 1983 CIC service	Grant pre 1983 CIC service. Limited to 30 years.	01/15/2008	26.00
									01/15/2009	27.00
									01/15/2010	28.00
									01/15/2011	29.00
37. Columbus Corrugated:										
B0041	Y731							Grant pre 03/01/1983 CIC service. Post 03/01/1983: Service in PY = Hrs<1000/1000.	01/21/2008	23.25
									01/21/2009	24.25
									01/21/2010	25.25
38. Fridley, MN: CLOSED 1987										
								Limited to 30 years.	08/01/1985	12.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
39. Los Angeles Bag: SOLD 5/2004										
B0295	C611	Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	08/01/2007	28.00
40. Salt Lake City Bag: SOLD 6/30/2006										
B0391	C701	Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	06/15/2006	27.50
41. Salt Lake City Packaging: SOLD 6/30/2006										
B0311	C710	Immed				15	Different break in service rules	Table A-2	01/01/2006	26.50
42. Toledo, OH: CLOSED										
		Immed		6% for 60-62; 3.6% for 55-60; Unred. at 62	6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	07/01/1983	14.00
43. Cantonment Bag: SOLD 6/30/2006										
B0379	C691		60/10			15	Different break in service rules	No service prior to 01/01/1980. Limited to 30 years.	09/01/2005	22.00
44. Franklin, VA: CLOSED 7/24/1987										
		Immed		6% for 60-62; 3.6% for 55-60; Unred. at 62	6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	05/01/1983	13.00
45. York Mill: CLOSED										
B0396				6% for 60-62; 3.6% for 55-60; Unred. at 62	6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	04/16/2000	23.50
46. Louisville Bag: SOLD 6/30/2006										
B0092	C721	Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	10/10/2005	26.50

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
47. Quincy Bag: SOLD 6/30/2006										
B0117	C780	Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	05/01/2007	25.00
48. Sheridan, AK: SOLD 1993										
		Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	01/01/1993	9.50
49. Kansas City Bag: SOLD 6/30/2006										
B0193	C601	Immed			6% for first 5 years; 3.6% for next 5 years	15	Different break in service rules	Table A-2	11/01/2005	26.00
50. Missoula Mill: CLOSED 2010										
B0392	A171	Immed		5% per year	5% per year	No age/service requirement	1 year = 1,000 hrs in anniversary year	Svc<1,000/1,000 in anniversary year	06/01/2008 06/01/2009	45.00 45.50
51. Grand Forks, ND: CLOSED 1/1/1988										
				½% per month	½% per month			No service prior to 01/01/1988.	10/01/1992	12.00
52. Nashville, TN: CLOSED 2008										
B0107	Y891			½% per month	½% per month			No service prior to 01/01/1984.	07/01/2007	21.00
53. Cantonment Graphics: SOLD 6/30/2006										
B0056	C681		60/10	½% per month	½% per month	15		No service prior to 03/01/1986.	01/01/2006	22.00

Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
54. Mansfield, MA Corrugated:										
B0347	Y861			½% per month	½% per month		Grant past service at East Wolpole, etc.		02/01/2008 02/01/2009 02/01/2012 02/01/2013	27.00 27.50 28.50 29.50
55. Orlando Packaging Systems:										
B0115	Y330			½% per month	½% per month				01/01/2009	27.00
56. Louisville Sheet: CLOSED 3/2004										
B0239	Y881			½% per month	½% per month				12/01/2004	22.00
57. Clarksville, TN: CLOSED 12/31/1991										
				½% per month	½% per month			No service prior to 03/01/1990.	03/01/1992	11.00
58. Chattanooga Corrugated:										
B0129	Y771			½% per month	½% per month			No service prior to 04/01/1991.	04/01/2008 04/01/2009 04/01/2010 04/01/2011	17.50 18.50 19.50 20.50
59. Grand Rapids Flexible: CLOSED 9/2/1997										
				½% per month	½% per month	15		No service prior to 05/01/1989.	02/01/1999	10.00
60. Perry Wood Procurement:										
B0079	A070			½% per month	½% per month			No service prior to 01/01/1992.	04/01/2005 01/01/2007 01/01/2008	17.00 18.00 19.00
61. Omaha Sheet: CLOSED 2/28/1999										
									01/01/1998	14.50

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Com Reduction for DV Benefits	Disability Eligibility	Vesting Service	Benefit Service	Date Last Worked is After	Benefit Factor is
			Eligibility	Reduction						
62. Raleigh: CLOSED 2009										
B0280	Y760						No service prior to 07/01/1995	No service prior to 07/01/1995	07/01/2008 07/01/2009	22.00 23.00
63. Jacksonville Preprint: CLOSED 1999										
B0338								No service prior to 04/01/1996	04/01/1998	18.00
64. Seattle: CLOSED 4/30/2000										
B0091									11/01/1998	27.00
65. Eastman Container: SOLD 6/30/2006										
B0128	C300	Age 21 and 1 year of service	55/10			10		No service prior to 08/01/2001	01/01/2006	23.00
66. New Lenox										
B0610	Y6101								01/01/2009 01/01/2010 01/01/2011 01/01/2012	28.50 29.00 29.50 30.00
67. Cerritos										
B0611	Y6110								01/01/2008	35.50
68. Richmond N Complex										
B0643	Y6431		55/10			10 yrs of Vesting Svc w/ 6 mths STD. Unreduced benefit.		Those transferring from a Multi Employer location will only get BS from date of transfer.	01/15/2009 01/15/2010 01/15/2011	27.00 28.00 29.00

Schedule SB, Part V — Summary of Plan Provisions**Benefit service****Table A-1**

1 year benefit service	=	1,500 hours in a calendar year
.75 year benefit service	=	1,000 hours in a calendar year
.50 year benefit service	=	500 hours in a calendar year
.25 year benefit service	=	200 hours in a calendar year

Table A-2

Benefit Service is equal to the product of (a) and (b) below:

- (a) A fraction, the numerator of which is the number of calendar months during the plan year in which the participant was employed at least one day at the Los Angeles facility and the denominator of which is 12; multiplied by
- (b) A “Benefit Service factor” as determined below.

A participant’s Benefit Service Factor is determined in accordance with the following table based on his “employment fraction,” the numerator of which is the number of straight time hours he or she was employed during any plan year and the denominator of which is the regular number of straight time hours that a participant is normally employed during such year:

If a Participant’s Employment Fraction Equals	His Benefit Service Factor Shall Be:
.75 or more	1.00
.50 but less than .75	.75
.25 but less than .50	.50
.10 but less than .25	.25
Under .10 (but more than 0).10	

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior Jefferson Smurfit Corporation Pension Plan for Hourly Employees**

Participating employees	<p>All participants in the predecessor plans continue as participants on the effective date of the plan (January 1, 1999). An employee is eligible to participate on the first day of the month following: the completion of 1,000 hours of service during the 12-month period ending on the first anniversary of an employee's date of hire. If the employee does not complete 1,000 hours in his first year, he becomes a participant after the first Plan Year that he completes 1,000 hours. The employee must be a "covered employee" and, if non-union, be hired prior to January 1, 2008.</p> <p>Employees covered under the Model Pension Plan are not covered by these provisions except for determination of benefit factors.</p>
Service considered	<p>An employee will receive Credited Service as the total of the participant's full and fractional years of service, commencing with the participant's date of employment and ending with the participant's termination with Smurfit-Stone Container Corporation.</p> <p><u>JSC Locations</u> – An employee will receive Vesting Service as the total of the participant's full and fractional years of service, commencing with the participant's date of employment and ending with the participant's termination with Smurfit-Stone Container Corporation.</p> <p><u>CCA Locations</u> – An employee will receive Vesting Service commencing with the participant's date of employment and ending with the participant's termination with Smurfit-Stone Container Corporation. An employee will receive a full year of Vesting Service for each plan year in which he receives compensation is at least six months. If an employee receives compensation in less than six months during any plan year, such employee shall receive a month's credit toward Vesting Service for each month the employee does receive compensation.</p>
Normal retirement date	The first day of the month following age 65.
Late retirement date	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.
Early retirement date	<p><u>JSC Locations</u> – A participant can retire after completing 10 years of Vesting Service and attaining age 55.</p> <p><u>CCA Locations</u> – A participant can retire after completing 15 years of Credited Service and attaining age 55.</p>
Normal retirement benefit	A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to the participant's Credited Service multiplied by the benefit factor as specified in the Supplement applicable to the participant's location.

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Late retirement benefit	The amount of a participant's late retirement benefit is paid in accordance with the determination of the Normal Retirement Benefit calculated above based on Credited Service and the benefit level at the participant's Late Retirement Date in accordance with the Normal Retirement Benefit provisions.
Early retirement benefit	<p><u>JSC Locations</u> – The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Credited Service and the benefit factor at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by one-half percent for each month that the benefit commences prior to age 65.</p> <p><u>CCA Locations</u> – The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Credited Service and the benefit factor at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by one-half percent for each month by which his Early Retirement Date precedes either: (1) attainment of age 62, if the member has completed 30 years or more of Credited Service; or (2) his Normal Retirement Date, if the member has completed less than 30 years of Credited Service.</p>
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Vesting Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Credited Service and the benefit factor at the termination date in accordance with the Normal Retirement Benefit provisions.

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Disability benefit	<p><u>JSC Locations</u> – A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 10 years of Vesting Service. Total and permanent disability is determined as eligibility to receive a Social Security disability benefit. The amount of a disability pension is determined using Credited Service and the benefit factor in effect at the date of his disability in accordance with the Normal Retirement Benefit provisions. The benefit is payable six months after his date of disability.</p> <p><u>CCA Locations</u> – A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 15 years of Credited Service. Total and permanent disability is determined as eligibility to receive a Social Security disability benefit. The amount of a disability pension is determined using Credited Service and the benefit factor in effect at the date of his disability in accordance with the Normal Retirement Benefit provisions. The benefit is payable six months after his date of disability.</p>
Death benefit	<p>A participant must have five (5) years of Vesting Service and has been continuously married for at least the one-year period ending on his date of death to be eligible for preretirement death benefits under the plan.</p> <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 later of the date of death or the participant's earliest retirement age.</p>
Optional forms	<p><u>JSC Locations</u> – 100%, 75%, 66-2/3%, 50% Contingent Annuity, 10 Years Certain and Life Annuity, Social Security Level Income Option payable until the member's 62nd birthday.</p> <p><u>CCA Locations</u> – 100%, 75%, 50% Contingent Annuity, 10 Years Certain and Life Annuity.</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. For participants not married on the annuity commencement date, the normal form is a Single Life Annuity. For participants married on the annuity commencement date, the normal form is a Qualified Joint and Survivor Annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions

Summary of supplements for the Prior Jefferson Smurfit Corporation Pension Plan for Hourly Employees

(Where different from primary plan provisions)

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Anchorage:											
B0254	B390									06/01/2003	27.00
Anderson Container (CCA): CLOSED 4/2004											
B0253	E760 E761								250	07/15/2004	24.50
Atlanta Carton (CCA): SOLD 6/30/2006											
B0371	D170 D171						No service prior to 07/01/1958		250	07/01/1958 01/01/2003	1.50 ⁽¹⁾ 28.00 ⁽²⁾
Augusta Reclamation (JSC):											
B0233	B300									01/01/1997	10.00
Bakersfield (Pioneer) Paperstock (CCA):											
B0251	B630			55/15	.5% from 65		No service prior to 04/01/1975			01/01/1997	20.00
Baltimore Container (CCA): CLOSED 8/2004											
B0032	E601					10			250	10/01/2005	27.50

⁽¹⁾ For service from 07/01/1958 to 10/31/1968.⁽²⁾ For service after 10/31/1968.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Beardstown IPP (JSC): SOLD											
B0061	F731									01/01/2001	18.00
Boston Container GCIU (CCA):											
B0139	E611								250	03/01/2006	26.00
										03/01/2007	26.50
										03/01/2008	27.00
										03/01/2009	27.50
										01/01/2010	28.00
										01/01/2011	28.50
										01/01/2012	29.00
Boston Container (CCA) IBFO:											
B0139	E612								250	03/01/2006	26.00
										03/01/2007	26.50
										03/01/2008	27.00
										09/22/2010	27.50 (new)
										01/01/2011	28.00 (new)
										01/01/2012	28.50 (new)
										01/01/2013	29.00 (new)

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Brewton Mill (CCA): SOLD 09/28/2007											
B0296	A220 A221		62/20	55/15 na/20	.5% from 65 .5% from 62				300	11/01/2006	43.00
Bridgeview (Mead) (JSC):											
B0518	M101		62/30		.5% from 65	15 years for unreduced	No service prior to 10/01/2002		200	11/30/2006 11/30/2007 12/01/2008 12/01/2009 12/01/2010 12/01/2011	21.00 21.50 22.50 23.50 24.50 25.50
Bridgeview Container (JSC): CLOSED 2008											
B0356	E261						No service prior to 01/01/1986			01/01/2006 04/16/2007 04/16/2008	26.00 26.50 27.00
Carol Stream Carton – GCIU 415 (CCA): SOLD 6/30/2006											
B0367	D140								250	06/01/2005 06/01/2006 06/01/2007	25.00 26.00 26.50
Carol Stream Carton – GCIU 415 (CCA): SOLD 6/30/2006											
B0367	D141								250	06/01/2005 06/01/2006	25.00 26.00
Carol Stream Carton – IAM 8 (CCA): SOLD 6/30/2006											
B0367	D142								250	05/01/2005	25.50
Carol Stream Carton – IUOE 399 (CCA): PLAN TERMINATED 12/31/2005											
B0367	D143								250	12/01/2005	25.50
Carthage Mill (CCA): CLOSED 2007											
B0198	A310 A311								250	01/01/2006	32.00

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Cedartown IPP (JSC): SOLD											
B0312	F711									05/01/2002	22.00
Cedartown Mill (JSC): SOLD											
B0067	F171									01/01/2003	22.00
Chicago (Southside) Recycling (JSC):											
B0021	B830						No service prior to 02/23/1997			02/23/1997	10.00
Cincinnati Container (CCA):											
B0223	E620 E621								250	07/01/2005 06/20/2009 06/20/2010 06/20/2011 06/20/2012 01/01/2008 01/01/2009	29.50 (Union) 30.50 (new) 31.50 (new) 32.50 (new) 33.50 (new) 26.00 (Nonunion) 26.50
Cincinnati Recycling (CCA): CLOSED 8/1998											
B0460	B641			55/15	.5% from 65		No service prior to 12/01/1973			01/04/2002	14.00
Circleville Mill (CCA): CLOSED 12/1998											
B0165	A330 A331					10			250	07/01/2000	25.00
Columbus IPP (JSC): SOLD											
B0279	F771									01/01/2002	21.50
Columbus Recycling (CCA):											
B0154	B810									01/01/1997	12.00
Conyers Paper Can – GCIU 527-5 (CCA): SOLD 8/2004											
B0184	D091						No service prior to 01/01/1999		250	01/01/2001	23.00
Corfab (JSC): CLOSED											
B0001	F650									01/01/2002	17.00

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Corona Container (CCA):											
B0213	E871								200	01/01/2007 01/01/2008 01/01/2009 09/01/2012 09/01/2013	34.00 35.00 36.00 37.00 (new) 38.00 (new)
Covington (Mead) (JSC):											
B0519	M200				.5% from 65		No service prior to 10/01/2002			09/01/2006 04/01/2007 04/01/2008	23.00 24.00 25.00
Crossett IPP (JSC): SOLD 2002											
B0411	F721									04/08/2002	19.00
Dallas Container (JSC): CLOSED 8/2004											
B0150	E501									01/01/2004	21.50
Dalton Industrial Packaging (JSC): SOLD											
B0277	F590									01/01/2005	17.50
DeQuincy IPP Houston and Luftin Non-Union (JSC): SOLD											
B0124	F780									01/15/2002	18.00
DeQuincy IPP (JSC): SOLD											
B0124	F781									02/01/2003	19.00
D-Graphics (Austill Packaging) (JSC): SOLD 6/30/2006											
B0231	H901	21/1			1/15 for first 5 yrs. 1/30 for next 5 yrs.	Deferred benefit	No service prior to DOP			07/01/2005	21.50
Dolton Container (CCA): CLOSED 2003											
B0252	E771								250	01/01/2005	26.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Evansville Reclamation (JSC):											
B0200	B331									05/01/2008	17.75
										10/01/2009	18.75
										05/01/2010	19.75
										05/01/2011	20.75
										05/01/2012	21.75
Expert Services – Tampa (CCA):											
B0052	B730			55/10	.5% from 65	10				01/01/1997	10.00
Fernandina Container (CCA):											
B0071	E710		62/20	55/15	.5% from 65				250	07/16/2008	30.00
	E711			na/20	.5% from 62					07/16/2009	31.00
										07/16/2010	32.00
										07/16/2011	33.00
Fernandina Mill (CCA):											
B0377	A210		62/20	55/15	.5% from 65				300	10/20/2008	44.00
	A211			na/20	.5% from 62					06/01/2009	45.00
										06/01/2010	46.00
										06/01/2011	47.00
Fort Lauderdale Reclamation (JSC):											
B0240	B620									01/01/1997	10.00
Fort Smith (Mead) (JSC): CLOSED 1/2003											
B0520	M301				.5% from 65		No service prior to 10/01/2002			10/01/2002	15.00
Fort Smith Container (JSC):											
B0050	E560	21/1			1/15 for first 5 yrs.	Deferred benefit	No service prior to DOP			01/01/2006	21.00
					1/30 for next 5 yrs.					01/01/2007	22.00
										01/01/2008	23.00
										01/01/2009	24.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Fort Wayne Carton GCIU-19M (CCA): SOLD 6/30/2006											
B0378	D030								200	02/20/2006	25.00
Fort Wayne Carton IBT-414 (CCA): SOLD 6/30/2006											
B0378	D032								150	05/01/2006	25.00
Fort Worth Container (CCA):											
B0072	E780					10			250	01/01/2006	32.00
	E781									06/19/2012	33.00
										06/19/2013	34.00
Frankfort Container (JSC): CLOSED 2007											
B0017	E550									06/01/2007	20.00
Franklin Industrial Packaging (JSC): SOLD											
B0038	F851 F850									01/01/2002	17.00
Fresno Container (CCA):											
B0333	E841								200	01/01/2009	36.00
Fresno Recycling (JSC):											
B0088	B560									01/01/1997	20.00
Fulton Container (CCA): CLOSED 4/1999											
B0289	E631					10			250	07/01/2000	25.00
Galesburg Container (JSC):											
B0245	E411			55/10	1/3% from 65 (Hired after 01/01/1993)			10 yr. C&L (Hired before 01/01/1993)		10/01/2008	28.50 ⁽¹⁾
				55 or 25	1/3% from 65 (Hired before 01/01/1993)					10/01/2009	29.50 ⁽¹⁾
										10/01/2010	30.50 ⁽¹⁾
										10/01/2011	31.50 ⁽¹⁾
										10/01/2012	32.50 ⁽¹⁾
Greensboro (JSC): SOLD 6/30/2006											
B0026	H860									09/01/2005	26.50
Greensboro Carton (CCA): SOLD 6/30/2006											
B0332	D020 D021								250	01/01/2006	26.50

⁽¹⁾ Benefit equals accrued benefit at 01/01/1979 plus a benefit factor for service after 01/01/1979.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Hanover Park (JSC):											
B0357	E331									03/01/2008 03/01/2009	27.50 28.50
Hendersonville IPP (JSC): SOLD											
B0399	F751									01/01/2005	22.00
Houston Container (CCA):											
B0188	E791					10			250	12/07/2008 01/12/2010 12/07/2010 12/07/2011 12/07/2012	29.50 30.50 31.50 32.50 33.50
Humboldt Container (JSC):											
B0257	E431			55/10 55 or 25	.5% from 65 (Hired after 01/01/1988) .5% from 65 (Hired prior to 01/01/1988)			10 yr. C&L (Hired before 01/01/1991)		05/31/2008 05/31/2009 05/31/2010 05/31/2011 05/31/2012	23.50 ⁽¹⁾ 24.50 ⁽¹⁾ 25.50 ⁽¹⁾ 26.50 ⁽¹⁾ 27.50 ⁽¹⁾
Irvine Carton (CCA): SOLD 6/30/2006											
B0282	D110								200	01/01/2006	33.00
Irvine Carton (CCA): SOLD 6/30/2006											
B0282	D111								200	01/01/2006	33.00
Jacksonville Container (JSC): CLOSED											
B0241	E510									08/01/2000	22.00
Jacksonville Container (JSC): Changed to multi-employer 1/1/1981 CLOSED											
B0241	E511									08/01/1998	18.00
Jacksonville IPP (JSC): SOLD											
B0192	F741									06/05/2005	20.50

⁽¹⁾ Benefit equals accrued benefit at 01/01/1979 plus a benefit factor for service after 01/01/1979.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Jacksonville Mill (JSC): CLOSED 12/1998											
B0316	A131			55/10 na/25	.5% from 65 .5% from 65					01/01/2001	31.00
Jacksonville Reclamation (JSC):											
B0287	B610			55/na	A.E. from 65	45/15 reduced for early retirement				01/01/1997	10.00 ⁽¹⁾
Jacksonville Teamsters #512 (JSC): CLOSED											
B0241	E513							5 yr. C&L			10.00 ⁽²⁾ 11.00 ⁽³⁾ 11.50 ⁽⁴⁾ 12.00 ⁽⁵⁾ 12.50 ⁽⁶⁾ 13.00 ⁽⁷⁾ 13.50 ⁽⁸⁾ 14.00 ⁽⁹⁾ 14.50 ⁽¹⁰⁾

⁽¹⁾ Benefit equals accrued benefit at 10/01/1977 plus a benefit factor for service after 10/01/1997.⁽²⁾ For service prior to 01/01/1984.⁽³⁾ For service from 01/01/1984 to 12/31/1984.⁽⁴⁾ For service from 01/01/1985 to 12/31/1985.⁽⁵⁾ For service from 01/01/1986 to 10/31/1986.⁽⁶⁾ For service from 11/01/1986 to 10/31/1987.⁽⁷⁾ For service from 11/01/1987 to 01/31/1990.⁽⁸⁾ For service from 02/01/1990 to 07/31/1991.⁽⁹⁾ For service from 08/01/1990 to 07/31/1992.⁽¹⁰⁾ For service after 08/01/1992.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Jonesboro Container (JSC):											
B0002	E441							10 yr. C&L (Hired before 03/01/1989)		01/01/2005 11/08/2007 11/08/2008 11/08/2009 11/08/2010	20.75 ⁽¹⁾ 21.75 22.75 23.75 24.75
Kansas City Reclamation (JSC):											
B0272	B311			55/10 55/na	.5% from 65 (Hired after 10/01/1991) .5% from 65 (Hired before 10/01/1991)					01/01/2005 01/01/2008 01/01/2009 01/01/2010 01/01/2011	19.50 20.50 21.50 22.50 23.50
KC Carton GCIU-Boxworkers (JSC): SOLD 6/30/2006											
B0046	D221	na/ 1 mo.								01/01/2002	7.00 ⁽²⁾ 22.00 ⁽³⁾
KC Carton-Machinists (JSC): SOLD 6/30/2006											
B0046	D222	na/ 1 mo.								01/01/2006	7.00 ⁽²⁾ 26.00 ⁽³⁾
Kirkwood Container (JSC): CLOSED 2006											
B0058	E341 E342 E343									05/01/2005	21.00
Knoxville Container (CCA):											
B0412	E721					10	No service prior to 01/01/1957		250	01/01/2006 06/19/2012 06/19/2013	32.00 33.00 34.00

⁽¹⁾ Benefit equals accrued benefit at 01/01/1980 plus a benefit factor for service after 01/01/1980.⁽²⁾ For service prior to 01/01/1982.⁽³⁾ For service after 01/01/1982.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
L.A. Mill – 57th Street (CCA): CLOSED 2007											
B0084	A351								150	04/01/2006 06/01/2006 06/01/2007	38.00 39.00 40.00
LaPorte Container (CCA): CLOSED 5/1999											
B0335	E910 E911				1/3% from 65	10				03/01/2002	23.50
Lewisburg (Mead) (JSC):											
B0521	M400				.5% from 65		No service prior to 10/01/2002			04/01/2006 04/01/2007 04/01/2008 04/01/2009 04/01/2010	24.00 25.00 26.00 26.50 27.00
Lexington Container (JSC):											
B0042	E591									06/01/2006 06/01/2007 01/01/2009 01/01/2010 01/01/2011 01/01/2012	23.00 24.00 25.00 26.00 27.00 27.50
Louisville Container (CCA): CLOSED 2006											
B0022	E800 E801					10			250	01/01/2006	32.00
Louisville Reclamation (JSC):											
B0029	B361									01/01/2003 01/01/2010 12/01/2011	4.00 ⁽¹⁾ 14.00 ⁽²⁾ 15.00 ⁽²⁾ 16.00 ⁽²⁾

⁽¹⁾ For service prior to 01/01/1987.⁽²⁾ For service after 01/01/1987.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Malt Avenue -- LA Container (CCA): CLOSED 2006											
B0126	E891								200	01/01/2006	33.00
Maywood Recycling (JSC): CLOSED 6/1999											
B0461	B840									02/23/1997	10.00
Memphis Container (CCA): CLOSED 2008											
B0344	E880 E881					10			250	01/01/2007 01/01/2008	26.50 27.00
Memphis Reclamation (JSC): CLOSED 7/1999											
B0457	B321									07/01/2002	4.00 ⁽¹⁾ 14.00 ⁽²⁾
Miami Container (JSC): CLOSED 2005											
B0343	E581			55/10 na/25	.5% from 65 (Hired after 01/01/1991) .5% from 65 (Hired before 01/01/1991)			10 yr. C&L (Hired before 01/01/1991)		01/01/2001	20.50 ⁽³⁾
Middletown Carton – GCIU (JSC): SOLD 6/30/2006											
B0207	D082			55/10 55/na	.5% from 65 (Hired after 09/01/1987) .5% from 65 (Hired before 09/01/1987)					09/01/2005	28.00
Middletown UPIU (JSC): SOLD 6/30/2006											
B0207 B0077	DM01									06/01/2006	30.50

⁽¹⁾ For service prior to 01/01/1978.⁽²⁾ For service after 01/01/1978.⁽³⁾ Benefit equals accrued benefit at 01/01/1991 plus a benefit factor for service after 01/01/1991.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Milford Container (CCA): CLOSED 2004											
B0353	E920 E921	Immed.								05/01/2004	26.00
Milpitas Container (CCA):											
B0149	E850 E851								200	01/01/2009 09/01/2012 09/01/2013	36.00 37.00 (new) 38.00 (new)
Milwaukee (Mead) (JSC): CLOSED 1/2003											
B0522	M501				.5% from 65		No service prior to 10/01/2002			10/01/2002	19.00
Milwaukee Container (JSC):											
B0235	E531			55/10	1/3% from 65			10 yr. C&L (Hired before 01/01/1991)		06/22/2008 06/22/2009 06/22/2010 06/22/2011	26.00 27.00 28.00 29.00
Mobile Industrial Packaging Plant (JSC): SOLD											
B0073	F760 F761									04/01/2004	19.50
Murfreesboro Container (JSC): CLOSED 8/2009											
B0373	E461			55/10 55/na 55 or 25	.5% from 65 (Hired after 01/01/1991) 1/3% from 65 (Hired from 03/01/1987 to 01/01/1991) 1/3% from 65 (Hired before 03/01/1987)			10 yr. C&L (Hired before 01/01/1991)		01/01/2008 02/11/2009	26.50 ⁽¹⁾ 27.50 ⁽¹⁾

⁽¹⁾ Benefit equals accrued benefit at 01/01/1991 plus a benefit factor for service after 01/01/1991.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Muskogee Container (CCA):											
B0417	E811					10			250	01/01/2006 06/19/2012 06/19/2013	32.00 33.00 34.00
Nashville Reclamation (JSC):											
B0097	B600 B601									07/01/2004 07/01/2009 06/01/2010 06/01/2011 06/01/2012	12.00 13.00 14.00 15.00 16.00
New Hartford Container (JSC):											
B0209	E670				.25% from 65 (Hired before 01/01/1991)	0 (Hired before 01/01/1991)				01/01/2008	26.50
North Wales Carton (CCA): SOLD											
B0285	D160								250	07/01/2005	29.50
Norwood Consumer Packaging (JSC): SOLD 6/30/2006											
B0313	H891	Immed.				Projected benefit	40 yr. max			03/07/2006	30.50
Oakland (CCA):											
B0406	B481	21/1			Table C					01/07/2004	26.50 ⁽¹⁾
Oshkosh Container (JSC): CLOSED 4/1999											
B0419	E320									01/01/1997	20.50
Pacific Carton (JSC): SOLD 6/30/2006											
B0161	D241			55/10 55/na	.5% from 65 (Hired after 01/01/1991) 1/3% from 65 (Hired before 01/01/1991)			3 yr. C&L (Hired before 01/01/1991)		08/01/2005	29.00

⁽¹⁾ Not less than 1% of Final Average Salary multiplied by years of Credited Service.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Packaging Unlimited (JSC):											
B0388	E380						No service prior to 06/30/1989			03/01/2005 01/01/2010	16.00 18.00
Philadelphia Container (CCA):											
B0185	E650 E651 E652			na/30	.5% from 62	10			250	01/01/2006 06/19/2012 06/19/2013	32.00 33.00 34.00
Philadelphia Mill (CCA): SOLD 6/30/2006											
B0205	D311 D313					10			250	07/01/2006	32.00
Philadelphia Reclamation (CCA):											
B0025	G021								150	01/01/2009 01/01/2010 01/01/2011 01/01/2012	21.50 22.50 23.50 24.50
Philadelphia West:											
B0276							No service prior to 01/01/2010			01/01/2010	24.00
Piscataway - ARCO (JSC): SOLD 6/30/2006											
B0532	R100						No service prior to 06/01/2003			01/01/2006	26.50

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Portage Consumer Packaging (JSC): SOLD 6/30/2006											
B0230	H800									01/01/2006	18.00
Portland Container (CCA):											
B0259	E861								200	01/01/2009 09/01/2012 09/01/2013	36.00 37.00 (new) 38.00 (new)
Portland East (JSC):											
B0047	B570									01/01/1995	17.00
Quality Packaging (JSC): SOLD											
B0271	FQPO FQP0	21/ 6 mos								01/01/2002	17.00
Quality Partition – Litchfield, Illinois (JSC): SOLD											
B0116	FQPO FQP0	21/ 6 mos								01/01/2002	17.00
Ravenna Container (CCA):											
B0083	E661								250	07/01/2005 06/20/2009 06/20/2010 06/20/2011 06/20/2012	29.50 30.50 (new) 31.50 (new) 32.50 (new) 33.50 (new)
Renton Carton (CCA): SOLD 6/30/2006											
B0085	D101								250	01/01/2006	33.00
Sacramento East (CCA):											
B0228	B461 B460	21/1		55/15	Table C					10/01/2005	26.50 ⁽¹⁾

⁽¹⁾ Not less than 1% of Final Average Salary multiplied by years of Credited Service.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Sacramento West Recycling (CCA):											
B0189	B471	21/1		55/15	Table C		No service prior to 01/01/1997			04/01/2004	26.50
Saginaw (CCA): SOLD 2002											
B0137	F681								250	06/01/2002	20.25
San Jose IPS (CCA):											
B0206	B491	21/1		55/15	Table C					10/01/2005	26.50 ⁽¹⁾
Santa Clara Carton (CCA): SOLD 6/30/2006											
B0055	D070 D071								200	01/01/2006	33.00
Santa Clara Mill (CCA): SOLD 6/30/2006											
B0035	D320								200	01/01/2006	33.00
Santa Clara Mill (CCA): SOLD 6/30/2006											
B0035	D321								200	01/01/2006	33.00
Seattle Recycling (CCA):											
B0140	B410 B411		62 (for actives)		.5% from 62 (from active)				250	06/01/2003	27.00
Shelby Container (CCA):											
B0290	E730								250	01/01/2009	30.00

⁽¹⁾ Not less than 1% of Final Average Salary multiplied by years of Credited Service.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Sioux City Container (CCA):											
B0281	E831								250	01/01/2009 01/01/2010	28.00 28.50
Smurfit Flexible Packaging – North (JSC): SOLD 6/30/2006											
B0158	H840						No service prior to 10/07/1992			01/01/2002	21.00
Smurfit Flexible Packaging – South (JSC): SOLD 6/30/2006											
B0183	HSIO HS1O	21/1			1/15 for first 5 yrs. 1/30 for next 5 yrs.	Deferred benefit					(1)
Smurfit Laminations (JSC): SOLD 6/30/2006											
B0094	HSIO HS1O	21/1			1/15 for first 5 yrs. 1/30 for next 5 yrs.	Deferred benefit				01/01/2006	25.50
Smurfit Pallet – Crown Point, IN (CCA): CLOSED											
B0408	F510						No service prior to 11/01/1994			11/01/1994	15.00
Solon Carton (CCA): SOLD 6/30/2006											
B0018	D040 D041								250	07/01/2005	29.50

⁽¹⁾ Benefit is the difference of (i) 42% of the Member's Average Monthly Compensation, (ii) less 57% of the Primary Social Security Benefit of the Member, (iii) multiplied by a fraction, the numerator of which is the Member's total number of years of Credited Service (but in no case more than 35) and the denominator of which is 35, and (iv) said product [(i) less (ii)] multiplied by (iii) shall be reduced by the Actuarial Equivalent of the Member's Accrued Value from a Prior Plan, if any.

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Spartanburg (Mead) (JSC): CLOSED 1/2003											
B0523	M601				.5% from 65		No service prior to 10/01/2002			10/01/2002	18.50
St. Charles-GCIU (JSC): SOLD 6/30/2006											
B0106	H871									07/01/2006	22.00
St. Charles Hourly Paid Non-Union (JSC): SOLD 6/30/2006											
B0106	H870			55/10	.5% from 65 (Hired after 09/01/1990)					09/01/1990	22.00
				55/na	.5% from 65 (Hired before 09/01/1990)						
St. Charles Recycling (JSC):											
B0415	B820									02/23/1997	10.00
St. Louis Container (Chesterfield) (CCA):											
B0374	E821								250	12/01/2008	27.50
										12/01/2009	28.00
										12/01/2010	28.50

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Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
St. Paul Carton (CCA): SOLD											
B0031	D130 D131								250	07/01/2004	25.75
Statesville Container (JSC): CLOSED 5/2004											
B0114	E171									12/01/2005	24.50
Tacoma Mill (CCA): SOLD											
B0229	F160 F161					10			150	06/01/2003	37.00
Tropicana – Bradenten (CCA):											
B0307	E931			55/10	.5% from 65		No service prior to 02/01/1997		250	01/01/2009 05/15/2009 05/15/2010 05/15/2011 05/15/2012	31.00 32.00 33.00 34.00 35.00
Valley Forge Carton IBFO #473 (CCA): SOLD 6/30/2006											
B0064	D012								250	07/01/2005	29.50
Valley Forge Carton UPIU #807 (CCA): SOLD 6/30/2006											
B0064	D011								250	07/01/2005	29.50
Valley Forge Non Union (CCA): SOLD 6/30/2006											
B0064	D010						No service prior to 01/01/2005		250	07/01/2005	29.50
Wabash Mill (CCA): SOLD 6/30/2006											
B0350	D301					10			250	01/01/2006	32.00

Business Unit	Plan Code	Alt Part	Early Retirement		Early Reduction (per month)	Disability Eligibility	Credited Service	Normal Form	Monthly Dis Min	Date Last Worked is After	Benefit Factor is
			Unred	Red							
Washington Court House (Mead) (JSC):											
B0524	M701		62/30 Rule of 92		Points <88 5/12% 88-89 4/12% 90-91 3/12% 92+ 2/12%		No service prior to 10/01/2002		150	10/01/2008 08/08/2010 10/01/2010 10/01/2011 10/01/2012	27.75 28.75 29.75 30.75 31.75
Wilson Container (JSC): CLOSED 2010											
B0040	E571							10 yr. C&L (Hired before 01/01/1991)		08/01/2008 08/01/2009	24.00 25.00
Winston-Salem Container (CCA):											
B0068	E751					10			250	01/01/2006 06/19/2012 06/19/2013	32.00 33.00 34.00
York Industrial Packaging (JSC): CLOSED 5/1998											
	F690									07/01/1996	15.50

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Early retirement factors

	Age	Early Retirement from Active Service	Early Retirement from Deferred Vested
Table C	65	100%	100%
	64	100%	91%
	63	100%	83%
	62	91%	75%
	61	88%	68%
	60	85%	62%
	59	82%	57%
	58	79%	52%
	57	76%	48%
	56	73%	44%
	55	70%	41%

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior Riegel Products Corporation Pension Plan for Hourly Employees at the New Jersey Plant Employees**

Participating employees	All participants in the prior plan as of 6:59 a.m. Eastern Daylight Time on September 19, 1977, continue as participants in the plan. Any employee not eligible to participate in the plan at 6:59 a.m. Eastern Daylight Time on September 19, 1977 shall not be eligible to become a participant at any time.
Service considered	An employee will receive Benefit Service and Vesting Service for each full year of service for which he completes at least 1,000 hours of service, commencing with the participant's date of employment and ending on September 19, 1977.
Normal retirement date	The later of the first day of the month coincident with or next following the month in which a participant attains age 65 and the fifth anniversary of plan participation.
Late retirement date	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.
Early retirement date	A participant can retire on the first day of any month after completing 15 years of Vesting Service and attaining age 58.
Normal retirement benefit	A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to \$9.00 multiplied by the participant's Benefit Service prior to September 18, 1977 for a maximum of 40 years.
Late retirement benefit	The amount of a participant's late retirement benefit is paid in accordance with the determination of the Normal Retirement Benefit calculated above.
Early retirement benefit	The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on benefit service prior to September 18, 1977 for a maximum of 40 years. Such monthly retirement income shall be reduced by five percent for each year that the benefit commences prior to age 65.
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after September 19, 1977, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Benefit Service at the termination date in accordance with the normal retirement provisions. A participant can request commencement of his monthly benefit as early as age 58 with 15 years of Vesting Service. Such monthly retirement income shall be reduced by five percent for each year that the benefit commences prior to age 65.

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Disability benefit	A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 15 years of service.
Death benefit	<p>A participant must have five (5) years of Vesting Service to be eligible for preretirement death benefits under the plan.</p> <p>The spouse will receive 50% of the benefit the participant had accrued on the date the plan was frozen under the Qualified Joint and Survivor option reduced by one percent for each year the participant's age on his date of death exceeds his spouse's age. If he is a Deferred Vested participant, then his benefit is based on the benefit determined on his date of termination. The spouse can elect to have the benefit paid on the later of the date of death or the participant's earliest retirement age.</p>
Optional forms	<p>100%, 75% or 50% Contingent Annuity.</p> <p>Benefits payable in a form other than a Single Life Annuity are actuarial equivalent to the Single Life Annuity benefit. The normal form of annuity applies unless an optional form is elected. For participants not married on the annuity commencement date, the normal form is a Single Life Annuity. For participants married on the annuity commencement date, the normal form is a Qualified Joint and Survivor Annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior St. Laurent Pension Plan for Non-Union Hourly Employees¹**

Participating employees	<p>All non-union hourly employees hired prior to January 1, 2008 at locations which participate in the Plan.</p> <p>Hourly and Packaging employees participate at date of employment. Latta employees participate on first day of month coincident with or next following the date he completes a 12-month period of Vesting Service.</p>
Service considered	<p><u>Benefit Service</u></p> <p>Hourly and Packaging: Years and months of service commencing on date of hire. A partial month of service is treated as a full month of service.</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><u>Vesting Service</u></p> <p>Hourly, Packaging, and Latta: Same as Benefit Service.</p>
Annual earnings	Latta: Basic compensation including sales incentives for salesman. Before 1997, compensation included a percentage of overtime.
Final average earnings	The highest average annual earnings received from any 60 consecutive month period of employment within the last 120 months preceding the participant's date of termination.
Covered compensation	Thirty-five year average of the Social Security taxable wage bases ending in the year the participant attains Social Security retirement age. Wage base in year of termination is assumed to continue for years after termination.
Normal retirement date	<p>Hourly and Packaging: First day of the month coinciding with or next following the later of the 65th birthday or the fifth anniversary of the date of participation, whichever is later.</p> <p>Latta: First day of the month coinciding with or next following 65th birthday.</p>
Late retirement date	A participant's Late Retirement Date is the first day of the month next following the day on which the participant terminates after his or her Normal Retirement Date.

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

Schedule SB, Part V — Summary of Plan Provisions

Early retirement date	<p>Latta: First day of any month after attaining age 55 and completing 10 years of Benefit Service.</p> <p>Hourly: First day of any month after attaining age 55 and completing 15 years of Benefit Service.</p> <p>Packaging: First day of any month after attaining: Richmond – age 55 and 15 years of Benefit Service. Baltimore – age 60 and 10 years of Benefit Service. North Tonawanda – age 55 and 10 years of Benefit Service.</p>
Normal retirement benefit	<p>Latta (B0309 – SNH6):</p> <p>Monthly benefit equal to one-twelfth of (a) plus (b) plus (c)</p> <p>(a) 1.50% of Final Average Earnings up to Covered Compensation multiplied by years of Benefit Service not to exceed 35.</p> <p>(b) 1.75% of Final Average Earnings in excess of Covered Compensation multiplied by years of Benefit Service not to exceed 35.</p> <p>(c) The nonvested benefit, if any, payable under the Tenneco, Inc. Retirement Plan.</p> <p>Effective 4/1/2003: Monthly benefit equal to the sum of benefit determined above based on service as of March 31, 2003 plus a benefit based on years of Benefit Service after April 1, 2003 multiplied by the appropriate benefit multiplier below:</p> <p style="padding-left: 40px;">\$29.00 effective April 1, 2008</p> <p>Hourly: \$13.00 per month multiplied by years of Benefit Service, except Keysville (closed) which is \$12.00 per month.</p> <p>Packaging: Years of Benefit Service multiplied by:</p> <p style="padding-left: 40px;">Richmond East Container (B0016- closed) – (for service before 1999 only). \$19.00 effective January 1, 2001</p> <p style="padding-left: 40px;">Baltimore (B0178 – SNH1) – \$26.50 effective January 1, 2008</p> <p style="padding-left: 40px;">North Tonawanda (B0299 – SNH5) – \$25.00 effective January 1, 2009</p>
Late retirement 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 participant's Late Retirement Date.</p>

Early retirement benefit	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: 6% for each year that the Early Retirement Date precedes the Normal Retirement Date.	
	Hourly:	Reduced 6% for each year that the Early Retirement Date precedes the Normal Retirement Date.	
	Packaging:	Reduced 6% for each year that the Early Retirement Date precedes the Normal Retirement Date. For the North Tonawanda division, the reduction above or the appropriate reduction factor as set forth below, whichever produces the greater benefit.	
		Number of Years Preceding Normal Retirement Date	Reduction Factor
		1	.9333
		2	.8667
		3	.8000
		4	.7333
		5	.6667
		6	.6000
		7	.5333
		8	.4833
		9	.4453
		10	.4103
Deferred vested benefit	<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 in an amount equal to the benefit calculated based on Benefit Service and Final Average Earnings at the termination date in accordance with the Normal Retirement Benefit provisions. 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. North Tonawanda employees may commence benefits accrued prior to December 31, 1995 upon termination.</p>		

Schedule SB, Part V — Summary of Plan Provisions

Disability retirement benefit	<p>Hourly and Packaging: Total and permanent disability at any age after completion of 15 years of Credited Service. A benefit shall commence immediately equal to the accrued benefit as of Disability Retirement Date. Upon attainment of Early Retirement, the participant may elect to continue the benefit under the provisions for Early Retirement.</p> <p>Latta: Total and permanent disability at any age after completion of 4 years of Benefit Service. 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>Effective April 1, 2003 for a Participant who first performs an Hour of Service after March 31, 2003 total and permanent disability at any age after completion of 10 years of Vesting Service and eligible for either Social Security Disability Award or a premium waiver/continuation from Employer's life insurance program. The benefit is payable immediately equal to the accrued benefit as of the Disability Retirement Date, reduced 6% for each year that the Disability Retirement Date precedes age 65. Upon attainment of Early or Normal Retirement, the participant shall receive a benefit according to the Early or Normal Retirement provisions.</p>
Death benefit	<p>A married participant who dies with 5 or more years of Vesting Service shall be eligible for a death benefit. 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 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.</p>
Normal forms	<ol style="list-style-type: none"> 1. Participants not married on the annuity commencement date: Single Life Annuity. 2. Participants married on the annuity commencement date: Joint and Survivor Annuity.

Schedule SB, Part V — Summary of Plan Provisions

Optional forms

1. 50%, 75%, 66-2/3% or 100% Contingent Annuity. This Contingent Annuity includes a pop-up benefit for Salaried employees.
2. Social Security Option.
3. 10-Year Certain and Life Annuity.
4. 5-Year Certain and Life Annuity. (Latta only)
5. Single Life Annuity. (Married participants)
6. Deferred Early Retirement Benefit Option.
7. Single Lump Sum Payment. (Latta participants prior to amendment and restatement of Paperboard Industries Plan and North Tonawanda-only on December 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.

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior St. Laurent Retirement Plan for Union Employees**

Participating employees	<p>All participants in one of the following plans: St. Laurent Pension Plan for Unionized Employees, Chesapeake Paper Products Company Retirement Plan for Mill Hourly Employees, DelMarVa Forest Products Company Retirement Plan for Hourly Employees, Chesapeake Packaging Company Roanoke Division Retirement Plan for Hourly Employees and the Consolidate Papers, Inc. Employees' Retirement Plan continue to be participants of the Plan. An employee covered by a collective bargaining agreement between the Company and the union is eligible to participate in the Plan based on the following criteria:</p>
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| A. | <u>Mill Hourly</u> – Completion of 1,000 hours of service (116 days of service for Marine employees) during any 12-month period of employment that commences on his employment date or subsequent anniversary. |
| B. | <u>Castle Rock</u> – Completion of 1,000 hours of service during any 12-month period of employment ending on the earliest of the first anniversary date of employment or the last day of a succeeding plan year. |
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|--------------------|---|
| Service considered | <p>A. <u>Mill Hourly and Roanoke</u> – Prior to September 1, 1989, Credited Service is calculated based on provisions of a prior plan. After September 1, 1989, Credited Service is based on the number of full and partial months commencing at the later of Date of Hire or September 1, 1989.</p> <p>B. <u>Richmond and DelMarVa</u> – Credited Service is based on the number of full and partial months commencing at Date of Hire.</p> <p>C. <u>Castle Rock</u> – Credited Service is based on the number of full and partial months commencing at Date of Hire. If a participant terminates during a year but completed 1,000 hours of employment during that year, a full year of Credited Service shall be earned.</p> |
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Credited Service for Benefit Accrual is calculated in the same manner as Credited Service except no service is credited prior to September 1, 1976 for Mill Hourly participants and prior to June 1, 2000 for Springfield participants.

Schedule SB, Part V — Summary of Plan Provisions

Annual earnings	Compensation for Mill Hourly is base hourly rate on September 1 multiplied by 2,080.								
Normal retirement date	<p>A. <u>Richmond, Roanoke, Mill Hourly and DelMarVa</u> – First of the month coincident with or next following the attainment of age 65 or the fifth anniversary of the date of participation, whichever is later.</p> <p>B. <u>Castle Rock</u> – First of the month coincident with or next following attainment of age 65.</p>								
Late retirement date	A participant's late retirement date is the first day of the month next following the day on which the participant terminates after his or her Normal Retirement Date.								
Early retirement date	<p>A participant can retire after completing the following eligibility requirements.</p> <table> <tr> <th></th><th>Eligibility Later of <u>Age/Credited Service</u></th></tr> <tr> <td>A. Roanoke</td><td>55/15</td></tr> <tr> <td>B. Castle Rock</td><td>55/10</td></tr> <tr> <td>C. Richmond, DelMarVa and Mill Hourly</td><td> <p>Employment commenced prior to January 1, 1992: 55/no Service Requirement</p> <p>Employment commenced on or after January 1, 1992: 55/10</p> </td></tr> </table>		Eligibility Later of <u>Age/Credited Service</u>	A. Roanoke	55/15	B. Castle Rock	55/10	C. Richmond, DelMarVa and Mill Hourly	<p>Employment commenced prior to January 1, 1992: 55/no Service Requirement</p> <p>Employment commenced on or after January 1, 1992: 55/10</p>
	Eligibility Later of <u>Age/Credited Service</u>								
A. Roanoke	55/15								
B. Castle Rock	55/10								
C. Richmond, DelMarVa and Mill Hourly	<p>Employment commenced prior to January 1, 1992: 55/no Service Requirement</p> <p>Employment commenced on or after January 1, 1992: 55/10</p>								

Schedule SB, Part V — Summary of Plan Provisions

Normal retirement benefit	<p>A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to:</p> <p>A. <u>Richmond West (B0016 – SUH2)</u></p> <p>\$22.00 per month multiplied by Credited Service for Benefit Accrual effective February 1, 2008.</p> <p>\$23.00 per month multiplied by Credited Service for Benefit Accrual effective February 1, 2009.</p> <p>\$24.00 per month multiplied by Credited Service for Benefit Accrual effective February 1, 2010.</p> <p>B. <u>DelMarVa (B0080) Closed</u></p> <p>\$12.00 per month multiplied by Credited Service for Benefit Accrual effective September 1, 1998.</p> <p>C. <u>Castle Rock (B0274 – SUH1)</u></p> <p>\$34.00 per month multiplied by years of Credited Service for Benefit Accrual effective November 1, 2008.</p> <p>\$35.00 per month multiplied by years of Credited Service for Benefit Accrual effective May 18, 2010.</p> <p>\$36.00 per month multiplied by years of Credited Service for Benefit Accrual effective November 1, 2010.</p> <p>\$37.00 per month multiplied by years of Credited Service for Benefit Accrual effective November 1, 2011.</p> <p>\$38.00 per month multiplied by years of Credited Service for Benefit Accrual effective November 1, 2012.</p>
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Schedule SB, Part V — Summary of Plan Provisions

Normal retirement benefit
(continued)

D. Mill Hourly (B0063)

The sum of a. and b.

a. The greater of (iv) or the sum of (i), (ii), and (iii).

- (i) Accrued Benefits under preceding plans through September 1, 1976.
- (ii) For each year of Credited Service completed from September 1, 1976 until August 31, 1988, 1.3023% of compensation up to \$4,300 plus 2% of compensation in excess of \$4,300.
- (iii) For each year of Credited Service completed after September 1, 1988, 1.48% of compensation up to \$5,700 plus 2% of compensation in excess of \$5,700
- (iv) An annual minimum calculated as:

\$336 multiplied by Credited Service effective for Benefit Accrual September 8, 2003.

\$348 multiplied by Credited Service effective for Benefit Accrual September 11, 2006.

\$360 multiplied by Credited Service effective for Benefit Accrual September 10, 2007.

b. \$12.00 multiplied by Credited Service for Benefit Accrual for each completed year of Credited Service from the 10th year through his 19th year of Credited Service.

\$27.00 multiplied by Credited Service for Benefit Accrual for each completed year of Credited Service from the 20th year through his 29th year of Credited Service.

\$39.00 multiplied by Credited Service for Benefit Accrual for each completed year of Credited Service from the 30th year through his 39th year of Credited Service.

\$48.00 multiplied by Credited Service for Benefit Accrual for each completed year of Credited Service from the 40th year.

E. Roanoke (B0151 – SUH3) Closed 2007

\$28.00 per month multiplied by Credited Service for Benefit Accrual up to 40 years effective July 7, 2008.

F. East Longmeadow (B0131 – S400) Closed 2004

\$25.00 per month multiplied by Credited Service for Benefit Accrual effective January 1, 2006.

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Normal retirement benefit (continued)	<p>G. <u>Mansfield Graphics (B0036 – S700) Closed 2006</u> \$23.00 per month multiplied by Credited Service for Benefit Accrual effective January 1, 2006.</p> <p>H. <u>Mansfield Packaging (B0322 – S300) Closed 2006</u> \$23.00 per month multiplied by Credited Service for Benefit Accrual effective January 1, 2006.</p> <p>I. <u>Springfield Non-Union (B0262 – S800)</u> \$24.00 per month multiplied by Credited Service for Benefit Accrual effective January 1, 2009.</p> <p>J. <u>Innovative Packaging (B0177 – S100)</u> \$26.00 per month multiplied by Credited Service for Benefit Accrual effective January 1, 2008.</p>								
Late retirement benefit	The amount of a participant's late retirement benefit is based on Credited Service for Benefit Accrual and the Benefit Multiplier at the participant's Deferred Retirement Date in accordance with Normal Retirement Benefit provisions.								
Early retirement benefit	<p>The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Credited Service for Benefit Accrual and the Benefit Multiplier at his or her Early Retirement Date in accordance with Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by the following:</p> <table> <tr> <td></td><td data-bbox="1157 1260 1365 1325">Early Reduction (Per Month)</td></tr> <tr> <td data-bbox="602 1335 1105 1362">A. Richmond, DelMarVa and Roanoke</td><td data-bbox="1157 1335 1328 1362">0.5% from 65</td></tr> <tr> <td data-bbox="602 1373 805 1400">B. Castle Rock</td><td data-bbox="1157 1373 1511 1400">Actuarially reduced from 65</td></tr> <tr> <td data-bbox="602 1411 781 1438">C. Mill Hourly</td><td data-bbox="1157 1411 1328 1438">0.5% from 62</td></tr> </table>		Early Reduction (Per Month)	A. Richmond, DelMarVa and Roanoke	0.5% from 65	B. Castle Rock	Actuarially reduced from 65	C. Mill Hourly	0.5% from 62
	Early Reduction (Per Month)								
A. Richmond, DelMarVa and Roanoke	0.5% from 65								
B. Castle Rock	Actuarially reduced from 65								
C. Mill Hourly	0.5% from 62								
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Credited Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Credited Service for Benefit Accrual and the Benefit Multiplier at the termination date in accordance with the Normal Retirement Benefit provisions. If a participant meets the service requirement for Early Retirement, they may commence a reduced benefit as early as age 55.								

Schedule SB, Part V — Summary of Plan Provisions

Disability benefit	<p>A participant is eligible for disability retirement in the event of total and permanent disability at any age after the completion of 15 years of Credited Service for Benefit Accrual. (10 years of Credited Service for participants of the Castle Rock Division.) The amount of a disability pension is determined using Credited Service for Benefit Accrual and the Benefit Multiplier in effect at the date of his disability. The benefit is payable six months after disability.</p>
Death benefit	<p>A participant must have five (5) years of Credited Service to be eligible for preretirement death benefits under the plan.</p> <p>The spouse will receive 50% (100% for Mill Hourly if the participant dies before termination of employment and after becoming eligible for early retirement) 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 later of the date of death or the participant's Earliest Retirement Age. For the Castle Rock Division, participants that die prior to termination and after becoming eligible for early retirement, the amount is the greater of the above amount or an annual benefit equal to \$162 multiplied by the participant's years of Credit Service for Benefit Accrual.</p>
Optional forms	<p>Optional forms available are 50%, 75%, 66-2/3% or 100% continuation Contingent Annuity with pop-up provision (for married participants), Level Income Option, 10-Year Certain and Life Annuity or a Life Annuity. For Roanoke, optional forms do not contain the pop-up provision.</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>The normal forms of retirement benefits are a life annuity (for single participants) and an actuarially reduced 50% Joint and Survivor with pop-up provision (for married participants). For Roanoke, the normal form does not contain the pop-up provision.</p>

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for Stevenson Mill Employees (Universal Pension Plan)**

Participating employees	Stevenson Mill employees (B0517) are 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” and hired before January 1, 2008.
Service considered	An employee will receive Vesting Service for the period of employment and Benefit Service for the period of employment on and after October 1, 2002. For benefit accrual purposes, Benefit Service ends at the 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 or the Containerboard Mill Division Incentive Plan, any long term incentive programs or an employment contract. The compensation limit under Section 401(a)(17) of the Code will apply.
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 date. This amount is determined at the earlier of termination or December 31, 2008.
Normal retirement date	Normal Retirement Date is the first day of the month coincident with or next following the month in which the participant attains age 65.
Late retirement date	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.
Early retirement date	A participant may elect to retire early at any time after his 55th birthday and completion of 10 years of Vesting Service.
Normal retirement benefit	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). All benefit accruals cease effective December 31, 2008.

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Late retirement benefit	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.
Early retirement benefit	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. All benefit accruals cease effective December 31, 2008.
Deferred vested benefit	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 in an amount equal to the benefit calculated based on Benefit Service and Final Average Earnings at the earlier of termination date or December 31, 2008 in accordance with the Normal Retirement Benefit provisions. The monthly benefit payable shall commence on the earlier of <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 benefit	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. 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. All benefit accruals cease effective December 31, 2008.
Death benefit	A married participant who dies with 5 years of Vesting Service shall be eligible for a death 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.

Schedule SB, Part V — Summary of Plan Provisions

Normal forms	<ol style="list-style-type: none">1. Participants not married on the annuity commencement date: Single Life Annuity.2. Participants married on the annuity commencement date: Qualified Joint and Survivor Annuity.
Optional forms	<ol style="list-style-type: none">3. 100%, 75% or 50% Contingent Annuity4. 10 Years Certain and Life Annuity5. Single Life Annuity (for married participants) <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>

Schedule SB, Part V — Summary of Plan Provisions**Plan provisions for the Prior Smurfit Newsprint Corporation Pension Plan for Hourly Employees**

Participating employees	All participants in one of the following plans: Publishers Paper Company Labor Agreement Pension Plan – Newberg Division, Publishers Paper Company Retirement Plan for Certain Hourly-Rate Employees of Newberg Division, or Independent Paper Stock Co. Retirement Plan for Employees of San Jose and Mountain View Plants as in effect prior to November 1, 1987 continue as participants on the effective date of the plan (November 1, 1987). An employee is eligible to participate on the first day of the month coincident with or next following the completion of 1,000 hours of service during the 12-month period ending on the first anniversary of an employee's date of hire. If the employee does not complete 1,000 hours in his first year, he becomes a participant after the first plan year that he completes 1,000 hours. The employee must be a "covered employee."
Service considered	<p>For the period prior to November 1, 1987, all "Years of Benefit Accrual Service" as defined under the prior plan. Subsequent to October 31, 1987, a member shall receive Credited Service for the period of employment from the later of their date of hire or the plan's Effective Date.</p> <p>Credited Service is retroactive to Employment Commencement Date for all participants except for the following locations: Corvallis, Oregon; Philomath, Oregon; and Sweet Home, Oregon. For these locations, Credited Service is calculated from the later of Employment Commencement Date or February 21, 1986.</p> <p>For the period prior to November 1, 1987, the "Period of Vesting Service" as defined under the prior plan. Subsequent to October 30, 1987, Vesting Service means years and fractional years of service. A member is fully vested upon attainment of his Normal Retirement Age. A member is fully vested if his employment terminates due to disability.</p>
Normal retirement date	Normal Retirement Date is the first day of the month coincident with or next following the month in which the participant attains age 65.
Late retirement date	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.

Schedule SB, Part V — Summary of Plan Provisions

Early retirement date	A participant can retire after completing the following eligibility requirements.			
	<u>Location Code</u>	<u>Plan Code</u>	<u>Eligibility Age/Vesting Service</u>	
A. Oregon City Mill	1030	J301	55/15	
B. Newberg Mill	1040	J401	55/15	
C. Sweet Home – Cladwood Philomath – Cladwood	1234 1235	L340 L350	Employment commenced prior to February 21, 1986: 55/no Service Requirement	
			Employment commenced on or after February 21, 1986: 55/10	
Normal retirement benefit	A participant who retires on his Normal Retirement Date will receive a monthly pension benefit equal to the participant's Credited Service multiplied by the benefit level as specified in the supplement applicable to the participant's location.			
	<u>Location Code</u>	<u>Plan Code</u>	<u>For a Participant Who Retires on or After</u>	<u>Benefit Multiplier Times Years of Credited Service</u>
A. Oregon City Mill	1030	J301	3/15/1997 and before 3/15/1998 3/15/1998 and before 3/15/2000 3/15/2000 and before 3/15/2002 3/15/2002 and before 3/15/2003 3/15/2003	\$31.00 \$33.00 \$34.00 \$35.00 \$36.00
B. Newberg Mill	1040	J401	4/1/1997 and before 4/1/1998 4/1/1998 and before 4/1/1999 4/1/1999 and before 4/1/2000 4/1/2000 and before 4/1/2001 4/1/2001	\$30.00 \$31.00 \$32.00 \$33.00 \$34.00
C. Sweet Home – Cladwood Philomath – Cladwood	1234 1235	L340 L350	The benefit rate for purposes of determining the amount of monthly pension benefit is The sum of (a) and (b): (a) \$19.50 per year of Credited Service from February 21, 1986 to October 1, 1988. (b) \$22.00 per year of Credited Service on or after October 1, 1988.	

Schedule SB, Part V — Summary of Plan Provisions

Late retirement date	The amount of a participant's late retirement benefit is based on Credited Service and the benefit level at the participant's Deferred Retirement Date in accordance with the Normal Retirement Benefit provisions.			
Early retirement benefit	The participant may elect early commencement of his or her pension. Such monthly income shall be an amount which is based on Credited Service at his or her Early Retirement Date in accordance with the Normal Retirement Benefit provisions. Such monthly retirement income shall be reduced by the following:			
A. Oregon City Mill	Location Code	Plan Code	Early Reduction (Per Year)	
	1030	J301		3% from 62
	1040	J401		3% from 62
B. Newberg Mill	1234 1235	L340 L350	Employment commenced prior to February 21, 1986:	3% from 62
C. Sweet Home – Cladwood Philomath – Cladwood			Employment commenced on or after February 21, 1986:	6% from 62
Deferred vested benefit	For a participant whose employment with an employer is terminated for any reason other than death before a participant qualifies for early retirement, but after five or more years of Vesting Service, the participant is entitled to a deferred vested benefit, starting at the participant's Normal Retirement Date in an amount equal to the benefit calculated using Credited Service and the benefit level at the termination date in accordance with the normal retirement provisions.			
Disability benefit	A participant is eligible for disability retirement at any age after the completion of 10 years of Vesting Service. Disability is determined to be (a) prevented for life from engaging in any employment for wage or profit, (b) such disability shall have continued for at least six months, and (c) such disability shall be determined by a qualified physician selected by the committee. With the exception that item (c) above does not apply to the Oregon City Mill or Newberg Mill locations. The amount of a disability pension is determined using Credited Service and the Benefit Multiplier in effect at the date of his disability. The benefit is payable immediately after disability.			

Schedule SB, Part V — Summary of Plan Provisions

Death benefit	<p>A participant must have five (5) years of Vesting Service to be eligible for preretirement death benefits under the plan.</p> <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>If a participant at the Oregon City Mill or Newberg Mill dies after his Early Retirement Date, the spouse will receive 100% of the benefit the participant had accrued on the date of his death, reduced for payment under the Full 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>
Optional forms	<p>100%, 75%, 50% Contingent Annuity, 5 or 10 Years Certain and Life Annuity, Social Security Level Income Option payable until the member's 62nd or 65th birthday.</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>The normal form of retirement benefits is a single life annuity.</p>

Schedule SB, Part V — Summary of Plan Provisions**Plan provision changes since prior valuation**

There were changes in plan provisions since the last actuarial valuation as of January 1, 2010.

Benefits for participants at certain locations hired after specified dates will be determined using the Model Plan provisions detailed in the Summary of Plan Provisions. The following table describes the locations changing from the last valuation and the date for which the change is effective.

Business Unit	Effective Date of Change
B0084	03/21/2006
B0206	03/05/2010

- The following tables describe changes in the benefit rates used since the prior valuation.

Business Unit	End of Year Rate in 2011 Valuation	End of Year Rate in 2010 Valuation
B0012	\$29.25	\$28.25
B0025	23.50	22.50
B0029	16.00	15.00
B0039	31.50	30.50
B0042	27.00	26.00
B0062	32.50	31.50
B0071	33.00	32.00
B0083	32.50	31.50
B0097	15.00	14.00
B0129	20.50	19.50
B0139 (GCIU only)	28.50	28.00
B0139 (SEIU only)	28.00	27.00
B0164	28.00	27.00
B0188	32.50	31.50
B0200	20.75	19.75
B0223 (Union)	32.50	31.50
B0235	29.00	28.00
B0245	31.50	30.50
B0248	34.00	33.00
B0257	26.50	25.50
B0272	23.50	22.50
B0274	37.00	36.00
B0291	29.75	28.75
B0307	34.00	33.00
B0310	34.25	33.25
B0319	18.50	17.50
B0331	29.00	28.00

Schedule SB, Part V — Summary of Plan Provisions

Business Unit	End of Year Rate in 2011 Valuation	End of Year Rate in 2010 Valuation
B0340	29.50	28.50
B0346	31.00	30.00
B0366	47.00	46.00
B0370	29.50	28.50
B0376	30.50	29.50
B0377	47.00	46.00
B0398	27.00	26.00
B0518	25.50	24.50
B0524	30.75	29.75
B0610	29.50	29.00
B0643	29.00	28.00

- Union hourly employees hired or rehired at Boston (Wakefield) SEIU after May 1, 2010 are not eligible to participate in the 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.

- **Plan amendments excluded:** Amendments, including bargaining increases, effective after the current plan year are excluded from the valuation. Amendments adopted prior to the valuation date with an effective date after September 30, 2011 for which the plan sponsor has not made a 436 contribution are excluded from the valuation.
- **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:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. The plan applies late retirement actuarial increases for all participants who defer retirement beyond their normal retirement date and this valuation includes those increases.
 - *Deferred vested participants:* Current deferred vested 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.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) 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 HOURLY 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 061

Identity of Issue	Description of Assets	Cost	Current Value
Equitable Life Assurance Society	Immediate Participation Guarantee Fund	\$ 346,927	\$ 346,927
Equitable Life Assurance Society	Dividend Experience Funds	<u>233,101</u>	<u>233,101</u>
		<u>\$ 580,028</u>	<u>\$ 580,028</u>

Schedule SB, Line 26 — Schedule of Active Participant Data

Attained age	Years of credited service as of January 1, 2011										Total
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & Up	
Under 25	2	146	15								163
25-29	6	264	154	12							436
30-34	6	218	230	140	10						604
35-39	7	209	265	245	96	7					829
40-44	6	200	248	270	198	174	5				1,101
45-49	19	147	270	249	182	232	117	11			1,227
50-54	8	122	222	194	161	175	129	143	16		1,170
55-59	9	69	157	115	100	124	95	153	214	24	1,060
60-64	6	27	71	58	67	72	55	111	114	89	670
65-69	1	6	15	9	2	7	12	17	11	36	116
70 & Up				2	1	2		2		9	16
Total	70	1,408	1,647	1,294	817	793	413	437	355	158	7,392

In each cell, the number is the count of active participants for each age/service combination.

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

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	
▪ All participants	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.
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	See age-graded table
▪ Social Security wage base	3.75% per year
▪ Inflation	2.75% per year
▪ Expected investment return	8.50% for 2009 and 2010, 7.50% for 2011
▪ Expenses	Actual prior year's administrative expenses added to current year normal cost (\$7,242,110 for 2011)
Demographic assumptions	
▪ Withdrawal	Modified version of Society of Actuaries 2003 turnover study. See tables of sample select and ultimate rates.
▪ Disability incidence	50% of the 1985 Study of disabled experience for Class 1. See table of sample rates.

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

<ul style="list-style-type: none"> Retirement age 	<table> <tr> <th>Attained age</th><th>Percentage</th></tr> <tr><td>55</td><td>3.0%</td></tr> <tr><td>56-59</td><td>3.0%</td></tr> <tr><td>60</td><td>4.0%</td></tr> <tr><td>61</td><td>15.0%</td></tr> <tr><td>62</td><td>25.0%</td></tr> <tr><td>63</td><td>15.0%</td></tr> <tr><td>64</td><td>25.0%</td></tr> <tr><td>65</td><td>35.0%</td></tr> <tr><td>66-68</td><td>25.0%</td></tr> <tr><td>69</td><td>20.0%</td></tr> <tr><td>70</td><td>100.0%</td></tr> </table>	Attained age	Percentage	55	3.0%	56-59	3.0%	60	4.0%	61	15.0%	62	25.0%	63	15.0%	64	25.0%	65	35.0%	66-68	25.0%	69	20.0%	70	100.0%
Attained age	Percentage																								
55	3.0%																								
56-59	3.0%																								
60	4.0%																								
61	15.0%																								
62	25.0%																								
63	15.0%																								
64	25.0%																								
65	35.0%																								
66-68	25.0%																								
69	20.0%																								
70	100.0%																								
<ul style="list-style-type: none"> Benefit commencement age for 	<ul style="list-style-type: none"> – Future vested deferred 62 – Current vested deferred 62 or current age, if later 																								
<ul style="list-style-type: none"> Spouse assumptions 	<table> <tr> <th><u>Male participants</u></th><th><u>Female participants</u></th></tr> </table>	<u>Male participants</u>	<u>Female participants</u>																						
<u>Male participants</u>	<u>Female participants</u>																								
<ul style="list-style-type: none"> – Percentage married 	<table> <tr> <td>85%</td><td>85%</td></tr> </table>	85%	85%																						
85%	85%																								
<ul style="list-style-type: none"> – Spouse age difference 	<table> <tr> <td>3 years younger</td><td>3 years older</td></tr> </table>	3 years younger	3 years older																						
3 years younger	3 years older																								
Form of payment	For St. Laurent Latta active employees, all non-death pre-April 1, 2003 Latta benefits are valued as lump sums at retirement age or at termination for vested participants. A single life annuity is assumed in all other cases.																								
Unpredictable contingent event assumptions	Not applicable																								
At-risk assumptions																									
<ul style="list-style-type: none"> 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.																								
<ul style="list-style-type: none"> Most valuable form of payment 	Participants who have not yet commenced benefits are assumed to take a single life annuity form of payment. Liabilities for male participants are loaded 0.92% to 13.34% and liabilities for female participants are loaded 0.00% to 5.92% to reflect the most valuable form of payment																								

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

Attained Age	Percentage		
	Disability		Salary Scale
	Males	Females	
20	0.015%	0.015%	9.0%
25	0.019	0.024	9.0
30	0.024	0.040	7.0
35	0.035	0.068	5.0
40	0.058	0.106	4.0
45	0.101	0.162	3.5
50	0.179	0.267	3.0
55	0.361	0.476	3.0
60	0.628	0.580	3.0

Withdrawal rates

Attained Age	Completed Years of Service									
	Males					Females				
	0	1	2	3	Ultimate	0	1	2	3	Ultimate
20	34.6%	30.7%	28.1%	25.5%	23.3%	42.6%	37.8%	29.1%	26.4%	26.0%
25	30.0	26.1	23.5	20.9	17.3	37.0	32.2	24.5	21.8	19.4
30	26.3	22.1	19.5	16.9	12.1	32.0	27.2	20.2	17.5	17.0
35	24.4	20.5	17.9	15.3	10.2	30.1	25.3	18.6	15.9	14.4
40	23.2	19.3	16.7	14.1	7.2	28.5	23.7	17.3	14.6	10.5
45	21.8	17.9	15.3	12.7	6.5	26.9	22.1	15.9	13.2	9.5
50	20.6	16.7	14.1	12.0	5.9	25.3	20.5	14.6	12.5	8.6
55	19.2	15.5	13.4	11.3	5.2	23.7	19.0	13.9	11.7	7.6
60	18.1	14.9	12.8	10.7	4.6	22.3	18.3	13.3	11.1	6.7

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

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.
- 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

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

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.

A detailed description of the calculation follows:

- An individual's **projected funding target** is the present value of benefits based on credited service as of the beginning of the plan year and projected compensation that would be used in the calculation of the benefit on each expected separation date. If multiple decrements are used, the projected funding target for an individual is the sum of the component projected funding targets associated with the various anticipated separation dates.
- The plan's **projected funding target** is the sum of the projected funding targets for all participants under the plan. The excess of the plan's projected funding target over the plan's funding target is included in the "cushion amount."

Method changes since prior valuation

- No method changes since the January 1, 2010 valuation.

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	\$	0	4	\$ 0
2009		106,458,371	5	22,900,183
2010		152,162,908	11.07	33,659,183 ¹
2011		148,161,474	7	24,376,883
Total	\$	406,782,753		\$ 80,936,249

¹ Consists of 15-year amortization of outstanding balance plus additional \$17,855,543 installment acceleration amount. Years remaining have been adjusted from 15 years to account for installment acceleration.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- The expense assumption included in the normal cost increased from \$5,766,142 to \$7,242,110 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 67.68%:

- The assets were adjusted to include Code Section 436(c)(2) contributions (\$4,904,070) made during the 2011 plan year for amendments reflected in the funding target liability.

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 63.

(A) Retirement age	(B) Retirement Percentage	(C) Lx	(D) Number of employees expected to retire (B) x (C)	(E) (A) X (D)
55	0.03	100.00	3.00	165.00
56	0.03	97.00	2.91	162.96
57	0.03	94.09	2.82	160.74
58	0.03	91.27	2.74	158.92
59	0.03	88.53	2.66	156.94
60	0.04	86.87	3.43	205.80
61	0.15	82.44	12.37	754.57
62	0.25	70.07	17.52	1,086.24
63	0.15	52.55	7.88	496.44
64	0.25	44.67	11.17	714.88
65	0.35	33.50	11.73	762.45
66	0.25	21.77	5.44	359.04
67	0.25	16.33	4.08	273.36
68	0.25	12.25	3.06	208.08
69	0.20	9.19	1.84	126.96
70	1.00	7.35	7.35	514.50
Total			100.00	6,306.88
Average				63.07

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. 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 **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 HOURLY EMPLOYEES	1b Three-digit plan number (PN) ▶ 061
2a Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan) ROCKTENN CP, LLC 504 THRASHER STREET NORCROSS GA 30071	1c Effective date of plan 09/01/1948
	2b Employer Identification Number (EIN) 36-2041256
	2c Sponsor's telephone number 770-448-2193
	2d Business code (see instructions) 322100

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	<i>John Stakel</i> Signature of plan administrator	10/15/2012 Date	JOHN STAKEL 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
--	---

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 38,863
---	-----------------

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 6,796
b Retired or separated participants receiving benefits	6b 13,203
c Other retired or separated participants entitled to future benefits	6c 17,911
d Subtotal. Add lines 6a, 6b, and 6c	6d 37,910
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e 766
f Total. Add lines 6d and 6e	6f 38,676
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 277

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
--	--

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> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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 FOR HOURLY EMPLOYEES	B Three-digit plan number (PN) <u>28</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ROCKTEEN 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	883,941,625	
b Actuarial value	2b	821,577,665	
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	13,521	651,687,229
b For terminated vested participants	3b	18,024	321,774,135
c For active participants:			
(1) Non-vested benefits	3c(1)		13,289,968
(2) Vested benefits	3c(2)		241,520,553
(3) Total active	3c(3)	7,392	254,810,521
d Total	3d	38,937	1,228,271,885
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	1,220,970,372	
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	1,257,477,938	
5 Effective interest rate	5	6.27 %	
6 Target normal cost	6	18,693,030	

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.

<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:15%; text-align: center;">SIGN HERE</td> <td style="width:45%; text-align: center;"> </td> </tr> <tr> <td colspan="2" style="text-align: center;">Signature of actuary</td> </tr> <tr> <td colspan="2" style="text-align: center;">PENNY A. BAILEY, FSA</td> </tr> <tr> <td colspan="2" style="text-align: center;">Type or print name of actuary</td> </tr> <tr> <td colspan="2" style="text-align: center;">MERCER</td> </tr> <tr> <td colspan="2" style="text-align: center;">701 MARKET STREET, SUITE 1100</td> </tr> <tr> <td colspan="2" style="text-align: center;">Firm name</td> </tr> <tr> <td colspan="2" style="text-align: center;">SAINT LOUIS MO 63101-1867</td> </tr> <tr> <td colspan="2" style="text-align: center;">Address of the firm</td> </tr> </table>	SIGN HERE		Signature of actuary		PENNY A. BAILEY, FSA		Type or print name of actuary		MERCER		701 MARKET STREET, SUITE 1100		Firm name		SAINT LOUIS MO 63101-1867		Address of the firm		<div style="text-align: center; font-size: 2em; margin-bottom: 20px;">10/9/2012</div> <div style="text-align: center;">Date</div> <div style="text-align: center;">11-05451</div> <div style="text-align: center;">Most recent enrollment number</div> <div style="text-align: center;">(314) 588-2500</div> <div style="text-align: center;">Telephone number (including area code)</div>
SIGN HERE																			
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701 MARKET STREET, SUITE 1100																			
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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).....	41,534,551	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	41,456,002	0
9 Amount remaining (line 7 minus line 8).....	78,549	0
10 Interest on line 9 using prior year's actual return of <u>12.71</u> %.....	9,984	
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		6,998,118
b Interest on (a) using prior year's effective rate of <u>6.67</u> % except as otherwise provided (see instructions).....		889,461
c Total available at beginning of current plan year to add to prefunding balance.....		7,887,579
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).....	88,533	0

Part III Funding percentages		
14 Funding target attainment percentage	14	67.28 %
15 Adjusted funding target attainment percentage	15	67.68 %
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	75.29 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	66.88 %

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
01/03/2011	500,000		07/08/2011	14,100,000	
03/21/2011	1,100,000		10/03/2011	16,800,000	
04/01/2011	1,400,000		01/10/2012	16,800,000	
04/01/2011	14,100,000		09/06/2012	44,700,000	
07/01/2011	1,000,000				
07/08/2011	1,000,000				
Totals •			18(b)	111,500,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a
b Contributions made to avoid restrictions adjusted to valuation date.....	19b 4,904,070
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c 99,746,070
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 63
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	
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	18,693,030
b Excess assets, if applicable, but not greater than 31a		31b	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	406,782,753		80,936,249
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	99,629,279
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0
36 Additional cash requirement (line 34 minus line 35)	36	99,629,279	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	99,746,070	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	116,791
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	17,855,543	
43 Excess installment acceleration amount to be carried over to future plan years	43	35,996,614	