

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>10/01/2011</u> and ending <u>09/30/2012</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>ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>016</u> 1c Effective date of plan <u>01/01/1988</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ROCK-TENN COMPANY</u> <u>504 THRASHER STREET</u> <u>NORCROSS, GA 30071-1967</u>	2b Employer Identification Number (EIN) <u>62-0342590</u> 2c Sponsor's telephone number <u>770-448-2193</u> 2d Business code (see instructions) <u>322200</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>07/12/2013</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") ROCK-TENN COMPANY 504 THRASHER STREET NORCROSS, GA 30071-1967	3b Administrator's EIN 62-0342590 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	10318
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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	3342
b Retired or separated participants receiving benefits.....	6b	3002
c Other retired or separated participants entitled to future benefits.....	6c	3436
d Subtotal. Add lines 6a , 6b , and 6c	6d	9780
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	328
f Total. Add lines 6d and 6e	6f	10108
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	22

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:

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

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 10/01/2011 and ending 09/30/2012

▶ **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>ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>ROCK-TENN COMPANY</u>	D Employer Identification Number (EIN) <u>62-0342590</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>10</u> Day <u>01</u> Year <u>2011</u>
2	Assets:
a	Market value 2a <u>331388644</u>
b	Actuarial value 2b <u>339955248</u>
3	Funding target/participant count breakdown:
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a <u>2865</u> <u>172042645</u>
b	For terminated vested participants 3b <u>3826</u> <u>98083246</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>9359837</u>
(2)	Vested benefits 3c(2) <u>145398239</u>
(3)	Total active 3c(3) <u>3472</u> <u>154758076</u>
d	Total 3d <u>10163</u> <u>424883967</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
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>5.71 %</u>
6	Target normal cost 6 <u>9603001</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>06/28/2013</u>
Signature of actuary	Date
<u>ANTHONY WAGMAN</u>	<u>11-07407</u>
Type or print name of actuary	Most recent enrollment number
<u>MERCER</u>	<u>404-442-3100</u>
Firm name	Telephone number (including area code)
<u>3560 LENOX ROAD, SUITE 2400</u> <u>ATLANTA, GA 30326</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)		
10 Interest on line 9 using prior year's actual return of <u>0.88</u> %		
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		28584864
b Interest on (a) using prior year's effective rate of <u>6.49</u> % except as otherwise provided (see instructions)		1855158
c Total available at beginning of current plan year to add to prefunding balance		30440022
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding percentages		
14 Funding target attainment percentage	14	80.01 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	80.01 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
10/03/2011	54445		01/14/2013	4726480	
10/03/2011	145555		06/10/2013	5700000	
01/10/2012	5500000				
04/04/2012	5500000				
07/11/2012	5500000				
10/15/2012	5500000				
			Totals ▶	18(b)	32626480
				18(c)	

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	54428
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	30958345
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
0	0	0
		(4) 4th
		0

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

21 Discount rate:				
a Segment rates:	1st segment: 2.27%	2nd segment: 5.43%	3rd segment: 6.34 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required 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	9603001	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	84928719	16037821	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	25640822	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	25640822	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	30958345	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	5317523	
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	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		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 10/01/2011 and ending 09/30/2012

A Name of plan ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) ▶	016
C Plan sponsor's name as shown on line 2a of Form 5500 ROCK-TENN COMPANY	D Employer Identification Number (EIN) 62-0342590	

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
NORTHERN TRUST

36-2723087

(b) Enter name and EIN or address of person who provided you disclosure 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)

GOLDMAN SACHS

13-4019460

(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		498042	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PENSION RESOURCE GROUP

58-2194059

(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?
12		424738	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NORTHERN TRUST

27-6430557

(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		177625	Yes ☐ No ☒	Yes ☐ No ☐		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)

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 26		160792	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MOORE COLSON

58-1653941

(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		31130	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLINGTON TRUST

280 CONGRES STREET
BOSTON, MA 02210

(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		22902	Yes ☐ No ☒	Yes ☐ No ☐		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)

MONDRIAN

56-2475918

(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		11729	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRM CONSULTING

52-2156813

(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?
17		9564	Yes ☐ No ☒	Yes ☐ No ☐		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		8615	Yes ☐ No ☒	Yes ☐ No ☐		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)

MAZURSKY & CONSTANTINE LLC

27-3547321

(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		7037	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ADVISORY RESEARCH INC

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		6175	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MANUFACTURERS TRADERS TRUST

16-0538020

(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		5520	Yes ☐ No ☒	Yes ☐ No ☐		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		5303	Yes ☐ No ☒	Yes ☐ No ☐		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		5283	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

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

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

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

a Name:	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:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

A Name of plan <u>ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>016</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROCK-TENN COMPANY</u>	D Employer Identification Number (EIN) <u>62-0342590</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: ROCK-TENN COMPANY MASTER TRUST

b Name of sponsor of entity listed in (a): ROCK-TENN COMPANY

c EIN-PN <u>62-0342590-499</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>368930612</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

b Name of sponsor of entity listed in (a):

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

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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>		
A Name of plan <u>ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN</u>		B Three-digit plan number (PN) ► <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCK-TENN COMPANY</u>		D Employer Identification Number (EIN) <u>62-0342590</u>

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	43300000	15926480
	(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)	288669416	368930612
	(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)		
	(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	331969416	384857092

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	884477	326382
k Total liabilities (add all amounts in lines 1g through 1j)	1k	884477	326382

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	331084939	384530710
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	32626480	
(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)		32626480

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

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

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

		(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)		40563163
(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		73189643

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	17656603	
(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)		17656603
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)	191920	
(2) Contract administrator fees	2i(2)	435502	
(3) Investment advisory and management fees	2i(3)	756109	
(4) Other	2i(4)	703738	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2087269
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		19743872

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		53445771
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 10/01/2011 and ending 09/30/2012

A Name of plan <u>ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>016</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>ROCK-TENN COMPANY</u>	D Employer Identification Number (EIN) <u>62-0342590</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>36-2723087</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>15</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2011
v.012611

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

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): _____

**ROCK-TENN COMPANY
CONSOLIDATED PENSION PLAN**

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

**AS OF AND FOR THE YEARS ENDED
SEPTEMBER 30, 2012 AND 2011**

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN

INDEX OF FINANCIAL STATEMENTS

	<u>Page</u>
Independent Auditor's Report	
Financial Statements:	
Statements of Net Assets Available for Benefits as of September 30, 2012 and 2011	1
Statements of Changes in Net Assets Available for Benefits for the Years Ended September 30, 2012 and 2011	2
Notes to Financial Statements	3-16



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Rock-Tenn Company Consolidated Pension Plan

Report on the Financial Statements

e n e r g y .

We were engaged to audit the accompanying financial statements of Rock-Tenn Company Consolidated Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of September 30, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

i n s i g h t .

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

g r o w t h .

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

p 770.989.0028

f 770.989.0201

1640 powers ferry road

governor's ridge

building 11, suite 300

marietta, ga 30067

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 6, which was certified by The Northern Trust Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. 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 September 30, 2012 and 2011, and for the years then ended, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Restatement of September 30, 2011 Financial Statements

As discussed in Note 3 to the financial statements, certain employer contributions remitted to the Plan subsequent to September 30, 2011 were not properly reported as employer contributions receivable and employer contributions as of and for the year ended September 30, 2011. Accordingly, the amounts reported for employer contributions receivable and employer contributions have been restated in the September 30, 2011 financial statements now presented, and an adjustment has been made to net assets available for benefits as of September 30, 2011. All such contributions receivable were remitted to the Plan subsequent to September 30, 2011. Our opinion is not modified with respect to that matter.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements, 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.

Moore, Colson + Company, P.C.

Marietta, Georgia
July 11, 2013

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
SEPTEMBER 30, 2012 AND 2011

	<u>2012</u>	<u>2011</u> (as restated)
<u>ASSETS</u>		
ASSETS:		
Investment in Rock-Tenn Company Master Retirement Trust, at fair value	\$ 368,930,612	\$ 288,669,416
Employer contributions receivable	<u>15,926,480</u>	<u>43,300,000</u>
Total assets	<u>384,857,092</u>	<u>331,969,416</u>
LIABILITIES -		
Accrued expenses	<u>326,382</u>	<u>884,477</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 384,530,710</u>	<u>\$ 331,084,939</u>

See notes to financial statements.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

	<u>2012</u>	<u>2011</u> (as restated)
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	\$ 32,626,480	\$ 53,890,000
Plan interest in Rock-Tenn Company Master Retirement Trust investment income	<u>40,563,163</u>	<u>3,362,982</u>
Total additions	<u>73,189,643</u>	<u>57,252,982</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid	17,656,603	16,126,455
Administrative expenses	<u>2,087,269</u>	<u>2,575,037</u>
Total deductions	<u>19,743,872</u>	<u>18,701,492</u>
INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	<u>53,445,771</u>	<u>38,551,490</u>
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	<u>331,084,939</u>	<u>292,533,449</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	<u>\$ 384,530,710</u>	<u>\$ 331,084,939</u>

See notes to financial statements.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

1. DESCRIPTION OF PLAN

The following description of the Rock-Tenn Company Consolidated Pension Plan (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

Rock-Tenn Company (the “Company” or “Plan Sponsor”) sponsors the Plan, formerly known as the Rock-Tenn Company Pension Plan for Certain Wage Hour Employees. The Plan is a non-contributory defined benefit plan covering a substantial portion of employees of the Company and its subsidiaries that are specifically listed in the plan document. Eligible participants must complete one year of vested service and be at least 21 years of age. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

B. Benefits and Vesting

The Plan provides normal retirement benefits for its participants as of the first day of the month following the attainment of age 65. Early retirement benefits are provided to eligible participants as early as age 55 and extended retirement benefits are provided for those electing continued employment past normal retirement. Accrued benefits are fully vested upon completion of five years of service.

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”).

B. Investments

For the years ended September 30, 2012 and 2011, all of the Plan’s assets are held in the Rock-Tenn Company Master Retirement Trust (“Master Trust”). The Master Trust held assets on behalf of the Rock-Tenn Company Consolidated Pension Plan and the RTS Packaging, LLC Consolidated Pension Plan.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Investments (Continued)

Investments held by the Master Trust are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company's Treasury Department determines the Plan's valuation policies utilizing information provided by its investment advisers and the Plan's Trustee. See Note 5 for a discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes gains and losses on investments bought and sold as well as held during the year.

C. Contributions

Contributions to the Plan by the Company are based on what is needed to provide definitely determinable benefits to Plan participants. Actuarial assumptions and computations are required to determine such contributions. Employer contributions receivable represent those contributions remitted to the Plan after its September 30th year-end and typically consist of a) the Company's quarterly contribution due each October after its year-end, b) the Company's final contributions generally made in June following its year-end and prior to the Company's June 15th tax return deadline, and c) any additional contributions made by the Company after year-end to meet applicable funding targets.

D. 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 net asset balances.

E. Payment of Benefits

Benefit payments are recorded when distributed.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Risks and Uncertainties

The Plan invests in various investment securities 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.

G. Actuarial Present Value of Accumulated Plan Benefits Obligation

The accumulated plan benefits obligation (see Note 9) 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. The accumulated plan benefits are based on the monthly benefit amount designated by the Plan and 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.

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.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

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

	<u>2011</u>	<u>2010</u>
Discount Rate	5.27%	5.41%
Mortality Table	<ul style="list-style-type: none"> • RP - 2000 with White Collar Adjustment projected with Scale AA to 2018 for salaried participants • RP - 2000 with Blue Collar Adjustment projected with Scale AA to 2018 for hourly participants 	<ul style="list-style-type: none"> • RP - 2000 with White Collar Adjustment projected with Scale AA to 2010 for salaried participants • RP - 2000 with Blue Collar Adjustment projected with Scale AA to 2010 for hourly participants
Employee Turnover	A moderate scale consistent with the Company's experience	
Retirement Age	Active participants - Ages 55 to 70, at specific percentage rates from 2% to 100% Terminated vested participants - Age 61 or 62	Active participants - Ages 55 to 70, at specific percentage rates from 2% to 100% Terminated vested participants - Age 61 or 62

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

H. 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.

I. Reclassifications

Certain reclassifications have been made to the 2011 financial statements to conform to the 2012 presentation. As discussed in Note 5, certain investments held in the Master Trust were reclassified from Level 3 to Level 2 of the fair value hierarchy. These reclassifications had no effect on previously reported investments at fair value, net assets available for benefits, or increases in net assets available for benefits.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

3. RESTATEMENT OF SEPTEMBER 30, 2011 FINANCIAL STATEMENTS

The Company has discovered that the previously issued financial statements of the Plan for the year ended September 30, 2011 failed to include employer contributions remitted to the Plan after September 30, 2011 which should have been reported as employer contributions receivable at September 30, 2011 and employer contributions for the year then ended in the amount of \$37,100,000. Accordingly, the Company has restated the Plan's financial statements for the year ended September 30, 2011, which resulted in a \$37,100,000 increase in employer contributions receivable and net assets available for benefits at September 30, 2011 with a corresponding increase in employer contributions for the year then ended. All such contributions were remitted to the Plan subsequent to September 2011.

4. INVESTMENT IN ROCK-TENN COMPANY MASTER RETIREMENT TRUST

The Plan assets are held in the Master Trust under the terms of a trust agreement. The Northern Trust Company is the Trustee of the Plan for the years ended September 30, 2012 and 2011. 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. Investment income/(loss) is credited/(charged) monthly to each plan based upon the proportionate share of total Master Trust investments held by the respective plan. The investment value of the Master Trust interest held by each plan is equal to its allocable portion of the total Master Trust assets. The Plan's interest in the total assets of the Master Trust is 92.78% and 92.93% at September 30, 2012 and 2011, respectively. The condensed statements of net assets and statements of changes in net assets of the Master Trust are presented in Note 11.

5. 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.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

5. FAIR VALUE MEASUREMENTS (Continued)

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes in the valuation methodologies used at September 30, 2012 and 2011.

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets carried at fair value as of September 30, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Equity securities:				
U.S. equities ^(a)	\$ 16,116,763	\$ 27,596,852	\$ -	\$ 43,713,615
Non-U.S. equities ^(a)	8,703,558	83,730,277	-	92,433,835
Hedged equity ^(a)	-	35,344,680	-	35,344,680
Fixed income securities:				
U.S. government securities ^(b)	-	35,067,141	-	35,067,141
Non-U.S. government securities ^(c)	-	5,414,428	-	5,414,428
U.S. corporate bonds ^(c)	14,492,290	29,419,829	-	43,912,119
Non-U.S. corporate bonds ^(c)	29,801,987	16,767,633	-	46,569,620
Mortgage-backed securities ^(c)	-	44,712,037	-	44,712,037
Other fixed income ^(d)	-	1,594,268	-	1,594,268
Short-term investments ^(e)	12,202,696	-	-	12,202,696
Other investments:				
Alternative investments ^(f)	-	36,464,486	209,132	36,673,618
Total assets at fair value	<u>\$ 81,317,294</u>	<u>\$ 316,111,631</u>	<u>\$ 209,132</u>	<u>\$ 397,638,057</u>

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

5. 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 September 30, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2) ¹	Significant Unobservable Inputs (Level 3) ¹	Total Fair Value
Equity securities:				
U.S. equities ^(a)	\$ 14,121,001	\$ 1,451,306	\$ -	\$ 15,572,307
Non-U.S. equities ^(a)	30,196,985	21,729,869	-	51,926,854
Fixed income securities:				
U.S. government securities ^(b)	-	27,334,183	-	27,334,183
Non-U.S. government securities ^(c)	-	3,413,363	-	3,413,363
U.S. corporate bonds ^(c)	21,348,124	15,590,838	-	36,938,962
Non-U.S. corporate bonds ^(c)	7,973,024	12,153,563	-	20,126,587
Mortgage-backed securities ^(c)	-	43,474,038	-	43,474,038
Other fixed income ^(d)	-	2,759,396	-	2,759,396
Short-term investments ^(e)	77,344,156	-	-	77,344,156
Other investments:				
Alternative investments ^(f)	-	31,445,736	286,569	31,732,305
Total assets at fair value	<u>\$ 150,983,290</u>	<u>\$ 159,352,292</u>	<u>\$ 286,569</u>	<u>\$ 310,622,151</u>

¹ The Plan's investments in certain non-U.S. corporate bonds were reclassified from Level 3 to Level 2, which decreased the previously reported Level 3 investment total by \$1,342,897. The amounts presented reflect this reclassification and conform to the presentation for the year ended September 30, 2012.

^(a) Equity securities are comprised of the following investment types: (i) common stock; (ii) preferred stock; (iii) equity exchange traded funds; (iv) hedged equity investments; and (v) commingled equity funds. Investments in common and preferred stocks are valued using quoted market prices multiplied by the number of shares owned. The investment in exchange traded funds are valued at the net asset value per share multiplied by the number of shares held as of the measurement date. The hedged equity investment is a commingled fund that consists primarily of equity indexed investments which are hedged by options and also holds collateral in the form of short-term treasury securities. The commingled funds investments are valued at the net asset value per share multiplied by the number of shares held. The determination of net asset value for the commingled funds includes market pricing of the underlying assets as well as broker quotes and other valuation techniques.

^(b) U.S. government securities include treasury and agency debt. These investments are valued using a broker quote in an active market.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

5. FAIR VALUE MEASUREMENTS (Continued)

- (c) These investments are valued utilizing a market approach that includes various valuation techniques and sources such as value generation models, broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data. The U.S. corporate bonds category is primarily comprised of U.S. dollar denominated investment grade securities. Commingled debt funds are valued at their net asset value per share multiplied by the number of shares held. The determination of net asset value for the commingled funds includes market pricing of the underlying assets as well as broker quotes and other valuation techniques.
- (d) Other fixed income is comprised of municipal and asset-backed securities. Investments 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.
- (e) Short-term investments are valued at \$1.00/unit, which approximates fair value. Amounts are generally invested in interest-bearing accounts.
- (f) The alternative investments are diversified across multiple asset managers and several types of asset classes including hedge funds (level 2) and a private equity partnership (level 3). The hedge funds are valued at net asset value.

Transfers Between Levels

The availability of observable market data is monitored to assess the appropriate classification of investments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the end of the reporting period.

Changes in Fair Value of Level 3 Assets and Related Gains and Losses

The following tables set forth a summary of changes in the fair value of the Master Trust's level 3 assets for the years ended September 30, 2012 and 2011. During 2011, investments totaling \$20,430,283, were transferred from level 3 to level 2 as a result of notices to redeem such investments or due to the expiration of lock-up restrictions.

	Fair Value, September 30, 2011	Unrealized/ Realized Gains (Losses)	Sales	Transfers In/Out of Level 3	Fair Value, September 30, 2012
Alternative investments	\$ 286,569	\$ (77,437)	\$ -	\$ -	\$ 209,132
	Fair Value, September 30, 2010	Unrealized/ Realized Gains (Losses)	Sales	Transfers In/Out of Level 3	Fair Value, September 30, 2011
Alternative investments	\$ 23,015,694	\$ (203,105)	\$ (2,095,737)	\$ (20,430,283)	\$ 286,569

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

5. FAIR VALUE MEASUREMENTS (Continued)

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on net asset value (NAVs) per share as of September 30, 2012:

	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
U. S. equities				
US Equity Managers: Portfolio 1 (ERISA) - Class 1	\$ 25,786,279	\$ -	Monthly	5 days
SSgA Russell 1000 Index Fund	<u>1,810,573</u>	-	Daily	2 days
	<u>27,596,852</u>			
Non-U.S. equities				
Emerging Markets Equity Managers: Portfolio 1 (ERISA) - Class 1	31,735,541	-	Monthly	5 days
SSgA MSCI EAFE Small Cap Index Fund	6,715,410	-	Semi-monthly	2 days
Laudus Mondrian International Equity Fund Class Institutional	3,966,027	-	Monthly	15 days
William Blair International Small Cap Growth Fund	4,127,283	-	Daily	1 day
SSgA MSCI EAFE Index Fund	7,886,471	-	Semi-monthly	2 days
Goldman Sachs Non-US Equity Managers: Portfolio 1 (ERISA) - Class 1	<u>29,299,545</u>	-	Monthly	5 days
	<u>83,730,277</u>			
Hedged equity				
Goldman Sachs Global Lower Beta Equity Fund Class IO Shares	<u>35,344,680</u>	-	Weekly	5 days
U.S. corporate bonds				
Primus High Yield Bond Fund	<u>7,768,475</u>	-	Monthly	10 days
Non-U.S. corporate bonds				
Wellington Emerging Market Debt Local	<u>6,728,844</u>	-	Monthly	10 days
Alternative investments				
Goldman Sachs Multi-Strategy Portfolio Rock-Tenn, Ltd.- Class A	<u>35,483,088</u>	-	Monthly	5 days
Total	<u>\$ 196,652,216</u>			

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

6. INFORMATION CERTIFIED BY TRUSTEE

For the years ended September 30, 2012 and 2011, 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 Northern Trust Company. The following information included in the Plan's September 30, 2012 and 2011 financial statements was prepared by the Trustee and furnished to the Plan administrator.

	September 30,	
	2012	2011
Statements of Net Assets Available for Benefits:		
Investments:		
Investment in Rock-Tenn Company		
Master Retirement Trust, at fair value	<u>\$ 368,930,612</u>	<u>\$ 288,669,416</u>
Statement of Changes in Net Assets Available		
for Benefits:		
Plan interest in Rock-Tenn Company		
Master Retirement Trust investment		
income	<u>\$ 40,563,163</u>	<u>\$ 3,362,982</u>

Additionally, the information in Note 11 was prepared by the Trustee and furnished to the Plan administrator. The Plan administrator has obtained a certification from the Trustee that such information as of and for the years ended September 30, 2012 and 2011 is complete and accurate.

7. 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 Plan has met the minimum funding requirements of ERISA for the years ended September 30, 2012 and 2011.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

8. 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.

9. ACCUMULATED BENEFITS OBLIGATION

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

	October 1,	
	2011	2010
Vested benefits:		
Active participants	\$ 162,943,883	\$ 157,556,041
Inactive participants with deferred benefits	106,804,392	95,650,047
Inactive participants receiving benefits	<u>169,645,628</u>	<u>151,272,784</u>
	439,393,903	404,478,872
Nonvested benefits	<u>5,634,089</u>	<u>5,728,605</u>
Total actuarial present value of accumulated benefits obligation	<u>\$ 445,027,992</u>	<u>\$ 410,207,477</u>

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

9. ACCUMULATED BENEFITS OBLIGATION (Continued)

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

Actuarial present value of accumulated benefits obligation at October 1, 2010	\$ 410,207,477
Assumption changes (primarily discount rate change)	16,085,441
Interest due as a result of the decrease in the discount period	21,768,068
Benefits paid	(16,126,455)
Plan amendments	197,016
Benefits accumulated and (gains) losses	<u>12,896,445</u>
Actuarial present value of accumulated benefits obligation at October 1, 2011	<u>\$ 445,027,992</u>

10. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated December 4, 2003, 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.

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 September 30, 2012, 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 September 30, 2009.

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

11. MASTER TRUST STATEMENTS

The condensed statements of net assets for the Master Trust as of September 30, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Equity securities	\$ 171,492,130	\$ 67,499,161
Fixed income securities	177,269,613	134,046,529
Short-term investments	12,202,696	77,344,156
Other investments	<u>36,673,618</u>	<u>31,732,305</u>
Net assets	<u>\$ 397,638,057</u>	<u>\$ 310,622,151</u>

The condensed statements of changes in net assets for the Master Trust for the years ended September 30, 2012 and 2011 are as follows:

	<u>2012</u>	<u>2011</u>
Investment income:		
Interest	\$ 4,702,985	\$ 3,309,011
Dividends	1,337,966	3,469,024
Net appreciation (depreciation) in fair value of investments:		
Equity securities	26,124,003	(6,425,880)
Fixed income securities	10,932,417	1,562,065
Other investments	<u>578,712</u>	<u>1,683,044</u>
	43,676,083	3,597,264
Administrative expenses	(2,844,227)	(2,221,013)
Contribution received by Master Trust from Rock-Tenn Company and RTS Packaging LLC	64,800,000	19,905,000
Benefits paid from Master Trust	<u>(18,615,950)</u>	<u>(16,939,041)</u>
Increase in net assets	87,015,906	4,342,210
Net assets at beginning of year	<u>310,622,151</u>	<u>306,279,941</u>
Net assets at end of year	<u>\$ 397,638,057</u>	<u>\$ 310,622,151</u>

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED SEPTEMBER 30, 2012 AND 2011

11. MASTER TRUST STATEMENTS (Continued)

For the year ended September 30, 2012 net appreciation (depreciation) in fair value of investments consisted of the following:

	Fair Value Hierarchy		Total
	Level 1	Level 2 and 3	
Equity securities	\$ 9,741,924	\$ 16,382,079	\$ 26,124,003
Fixed income securities	3,858,111	7,074,306	10,932,417
Other investments	2,579	576,133	578,712
	<u>\$ 13,602,614</u>	<u>\$ 24,032,518</u>	<u>\$ 37,635,132</u>

12. SUBSEQUENT EVENTS

Effective January 1, 2013, the assets of the Rock-Tenn Company Pension Plan for Certain Salaried Employees (SSCC) and the Rock-Tenn Company Pension Plan for Certain Hourly Employees (SSCC), which were held in the Smurfit-Stone Container Corporation Defined-Benefit Master Trust, were transferred into the Rock-Tenn Company Master Retirement Trust.

The Plan has evaluated subsequent events through July 11, 2013, the date which the financial statements were available to be issued, and there are no additional disclosable events.

Schedule SB, Part V — Summary of Plan Provisions

Effective September 30, 2010, the Rock-Tenn Company Pension Plan for Certain Employees Covered Under Collectively Bargained Agreements and the Rock-Tenn Company Pension Plan were merged into the Rock-Tenn Company Pension Plan for Certain Wage Hour Employees, and the name of the merged plan was changed to the Rock-Tenn Company Consolidated Pension Plan.

After the plan merger, current and future plan participants will accrue benefits under the component plan in which they participated or would have participated prior to the merger. Shown below is a summary of the major plan provisions of each component plan.

Rock-Tenn Company Pension Plan for Certain Wage Hour Employees

Effective date and plan year	October 1, 2010 Plan year: October 1 through September 30
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None.

Schedule SB, Part V — Summary of Plan Provisions

Definitions

- Covered employees
 - Cincinnati Mill Hourly paid employees of the Specialty Paperboard Mill Division NCF&O Local #7 or the Specialty Paperboard Mill Division, PACE Local #5-0518 in the Cincinnati Mill beginning January 1, 1988
 - Lynchburg Mill Hourly paid employees of the Lynchburg Mill beginning January 1, 1988
 - Mason Converting Hourly paid employees at the Macon Plant beginning January 1, 1988
 - Missisquoi Mill Hourly paid employees of the Missisquoi Mill beginning May 1, 1991
 - Eutaw Folding Hourly paid employees of the Eutaw Folding Plant beginning October 1, 1991
 - Dallas Mill Hourly paid plant production or maintenance Employees in the Dallas Mill
 - Dallas Specialty Hourly paid plant production or maintenance employees in the Dallas Specialty Product Plant
 - Chattanooga Mill Employees who are paid on a weekly, hourly or piece work basis or who are truck drivers at the Chattanooga Mill plant or who are carried on the Chattanooga Mill's payroll under its usual personnel policy
 - Stroudsburg Mill Hourly paid production, maintenance or truck driver Employees, other than Employees hired after December 1, 2010 or rehired after May 19, 2011, at the Stroudsburg Mill Plant who are subject to either a collective bargaining agreement between Rock-Tenn Company and (1) the PACE, Local 1130 or (2) the International Brotherhood of Teamsters, Chauffeurs, Warehousemen and Helpers of America, Local 773 and who did not elect to participate only in Rock-Tenn Company 401(k) Retirement Savings Plan beginning June 1, 2011
 - Aurora Converting Hourly paid employees of Aurora Converting beginning July 9, 1997
 - Demopolis Specifically identified employees who were employed at the Gulf States Demopolis Plant on June 5, 2005 and remain continuously employed with the company
-

Schedule SB, Part V — Summary of Plan Provisions

-
- The following are covered under the plan, but have no active employees as of the valuation date:

- | | |
|-----------------------------|---|
| – Otsego Mill | Hourly paid employees of the Otsego Mill beginning January 1, 1988 |
| – Dallas Partition | Hourly paid employees of the Dallas Partition |
| – Milwaukee Partition Plant | Hourly paid participants of the Milwaukee Partition Plan who terminated employment or retired on or before October 31, 1993 |
| – Madison | Hourly paid employees of the Madison Wisconsin Folding Carton Plant |
| – Wright City Converting | Hourly paid employees of Wright City Converting beginning November 1, 2002 |
-

- The following locations are no longer applicable:

- Macon Partition
 - Lynchburg Converting
 - Otsego Converting
 - Jersey City Mill
 - Vineland Converting Plant
-

- | | |
|-------------------|---|
| ▪ Participation | Covered employees are eligible on the April 1 or October 1 following the completion of one year of vesting service. |
| ▪ Vesting service | Service from date of hire |
-

Schedule SB, Part V — Summary of Plan Provisions

- Credited service

Lynchburg Mill, Cincinnati Mill, Otsego Mill and Macon

Converting: Service from the later of date of hire or January 1, 1988. There is a maximum of 40 years of credited service for the Cincinnati Mill.

Eutaw Folding: Service from the later of date of hire or January 1, 1985. There is a maximum of 30 years of credited service for this location.

Missisquoi Mill: Service from the later of date of hire or January 1, 1991.

Dallas Mill: Service from date of hire.

Dallas Specialty, Chattanooga Mill and Stroudsburg Mill: Service from the later of date of hire or October 1, 1973. There is a maximum of 30 years of credited service for Stroudsburg Mill Participants subject to Teamsters Agreement.

Aurora Converting: Service from the later of date of hire or July, 1997.

Wright City Converting: Service from the later of date of hire or November 1, 2002.

Demopolis: Service from the later of date of hire or June 6, 2005.

Schedule SB, Part V — Summary of Plan Provisions

Benefit unit	Date of termination	Benefit Unit
Lynchburg Mill	09/16/06 – 12/31/08	\$36.70
	01/01/09 – 12/21/09	\$37.70
	01/01/10 – 12/31/10	\$38.70
	01/01/11 –	\$39.70
Cincinnati Mill	04/21/03 – 04/20/04	\$29.00
	04/21/04 – 04/20/05	\$29.50
	04/21/05 – 10/29/06	\$30.50
	10/30/06 –	\$31.50
Otsego Mill	08/01/03 –	\$31.00
Macon Converting	12/01/02 – 11/30/03	\$26.00
	12/01/03 – 11/30/04	\$27.00
	12/01/04 – 08/15/06	\$28.00
	08/16/06 –	\$29.00
Eutaw Folding	10/01/03 – 09/30/07	\$22.00
	10/01/07 – 01/31/12	\$23.00
	02/01/12 – 01/31/13	\$23.50
	02/01/13 – 01/31/14	\$24.00
	02/01/14 –	\$24.50
Dallas Mill	02/01/03 – 01/31/04	\$30.00
	02/01/04 – 01/31/05	\$30.50
	02/01/05 – 01/31/06	\$31.00
	02/01/06 – 01/31/07	\$32.00
	02/01/07 – 03/29/10	\$33.00
	03/30/10 – 03/31/11	\$33.50
	04/01/11 – 3/31/12	\$34.00
	04/01/12 – 3/31/13	\$34.50
Dallas Specialty	09/19/03 –	\$29.00
Chattanooga Mill (#515)	02/28/09 – 06/30/09	\$36.00
	07/01/09 – 06/30/10	\$36.50
	07/01/10 – 06/30/11	\$37.00
	07/01/11 –	\$38.00

Schedule SB, Part V — Summary of Plan Provisions

Benefit unit (<i>continued</i>)		Date of termination	Benefit Unit
Chattanooga Mill (#362)		01/09/09 – 08/31/09	\$36.00
		09/01/09 – 08/31/10	\$36.50
		09/01/10 – 08/31/11	\$37.00
		09/01/11 –	\$38.00
Stroudsburg Mill (Teamsters)		11/01/02 – 10/31/03	\$29.00
		11/01/03 – 10/31/04	\$30.00
		11/01/04 – 10/31/05	\$31.00
		11/01/05 – 10/31/06	\$32.00
		11/01/06 – 01/17/08	\$33.00
		01/18/08 –	\$34.00
Stroudsburg Mill (USW)		10/13/02 – 10/12/03	\$29.00
		10/13/03 – 10/12/04	\$30.00
		10/13/04 – 10/12/05	\$31.00
		10/13/05 – 10/12/06	\$32.00
		10/13/06 – 10/31/07	\$33.00
		11/01/07 – 11/17/10	\$34.00
		11/18/10 – 10/12/11	\$34.50
		10/13/11 – 10/12/12	\$35.00
Aurora Converting		10/13/12 –	\$35.50
		06/01/02 – 07/22/07	\$21.00
		07/23/07 – 07/15/10	\$22.00
		07/16/10 – 05/30/11	\$23.00
Wright City Converting		05/31/11 –	\$23.75
		11/01/02 –	\$12.00

Schedule SB, Part V — Summary of Plan Provisions

Benefit unit (continued)	Missisquoi Mill	05/01/05 – 12/08/06	\$34.00
		12/09/06 – 04/30/07	\$35.00
		05/01/07 – 12/20/09	\$36.00
		12/21/09 – 12/10/10	\$37.00
		12/11/10 –	\$37.75
	Former PIUMPF employees who were not vested in the PIUMPF plan as of 5/01/1991 are further entitled to an additional \$17.00 per month for each year of credited service prior to 5/01/1991, but not to exceed \$85.00.		
	Demopolis	Applicable to service beginning June 6, 2005:	
		01/07/09 – 01/06/10	\$42.00
		01/07/10 – 01/06/11	\$43.00
		01/07/11 – 01/06/13	\$44.00
		01/07/13 – 01/06/14	\$45.00
		Applicable to service prior to June 6, 2005:	
01/07/09 – 01/06/10		\$ 3.00	
01/07/10 – 01/06/11		\$ 4.00	
01/07/11 – 01/06/13		\$ 5.00	
01/07/13 – 01/06/14		\$ 6.00	
Accrued benefit	Applicable Benefit Unit multiplied by years of credited service.		
Actuarial equivalence for non-lump sum forms of payments	Based on an interest rate of 5% and the 1971 Group Annuity Mortality Table, with male rates for participants and female rates for beneficiaries.		
Actuarial equivalence for lump sum forms of payment	Based on the interest rate for 30-year Treasury securities for the month of August preceding the plan year of payment and the mortality table proscribed in Section 417(e) of the Code.		
Normal retirement			
Eligibility	Chattanooga Mill: Retirement from active service at age 62. All other groups: Retirement from active service at age 65.		
Benefit	Accrued benefit at date of retirement.		

Schedule SB, Part V — Summary of Plan Provisions

Early retirement	
▪ Eligibility	<u>Stroudsburg Mill</u> : Age 55 and 10 years of vesting service. <u>Demopolis</u> : Age 55 and 15 years of vesting service. <u>All other groups</u> : Age 55 and 20 years of vesting service.
▪ Benefit	<u>Demopolis</u> : Accrued benefit and date of termination reduced by 3% per year that retirement precedes age 65 or without reduction if employee has attained age 62 and completed 25 years vesting service. <u>All other groups</u> : Accrued benefit at date of termination actuarially reduced for early payment.
Late retirement	
▪ Eligibility	Retirement from active service after normal retirement age.
▪ Benefit	Greater of the accrued benefit calculated at retirement date or the accrued benefit calculated at age 65 actuarially increased to the retirement date.
Deferred vested	
▪ Eligibility	The earlier of the completion of 5 years of vesting service or the attainment of age 65.
▪ Benefit	Accrued benefit at date of termination payable at normal retirement date.

Schedule SB, Part V — Summary of Plan Provisions**Disability**

▪ Eligibility

Missisquoi Mill: Five years of vesting service.Demopolis: Immediately if disability is work related or after 12 years of vesting service if disability is not work related.All other groups: Immediately

▪ Benefit

Lynchburg Mill: The greater of a monthly benefit of \$300.00 and the accrued benefit payable upon disability and actuarially reduced if less than 15 years of vesting service.Cincinnati Mill: The greater of a monthly benefit of \$225.00 and the accrued benefit payable upon disability.Otsego Mill: The greater of a monthly benefit of \$150.00 and the accrued benefit payable upon disability.Macon Converting: The greater of a monthly benefit of \$150.00 and the accrued Benefit payable upon disability and actuarially reduced if less than 15 years of vesting service.Missisquoi Mill: Accrued benefit payable upon disability. For participants employed at May 1, 1991 who participated in the PIUMPF plan at April 30, 1991, there is a minimum disability benefit as follows:

Years of vesting service	Minimum monthly amount
5 – 10	\$170.00
11 – 15	\$255.00
16 – 20	\$340.00
21 or more	\$425.00

Demopolis: Benefit amount if work related - Benefit unit times benefit service as follows:

- i. if employed before age 53, the greater of actual benefit service or 12 years; or
- ii. if employed on or after age 53, the number of years from employment date to normal retirement date.

Benefit amount if not work related - Accrued benefit payable upon disability.

All other groups: Accrued benefit payable upon disability.

Schedule SB, Part V — Summary of Plan Provisions**Pre-retirement death**

- | | |
|---------------|---|
| ▪ Eligibility | Five years of vesting service. |
| ▪ Benefit | <p><u>Dallas Mill & Dallas Specialty:</u> 50% of the accrued benefit that would have been paid to the participant had he terminated on the date of death and elected a 50% joint and survivor annuity at age 65. Also, if eligible, a \$1,500 lump sum death benefit (prorated for credited service at normal retirement).</p> <p><u>Chattanooga Mill:</u> 50% of the accrued benefit that would have been paid to the participant had he terminated on the date of death and elected a 50% joint and survivor annuity at age 65. Also, if eligible, a \$5,000 lump sum death benefit (prorated for credit service at normal retirement).</p> <p><u>All other groups:</u> 50% of the accrued benefit that would have been paid to the participant had he terminated on the date of death and elected a 50% joint and survivor annuity at age 65.</p> <p>The surviving spouse may elect earlier payment under the same terms that would have applied to the participant.</p> |

Form of benefits

- | | |
|---|---|
| ▪ Automatic form for unmarried participants | Single life annuity |
| ▪ Automatic form for married participants | Joint and 50% survivor annuity |
| ▪ Optional forms | Ten year certain and continuous annuity, single life annuity, joint and 50%, 66-2/3%, 75%, or 100% annuity, five or ten year installment annuity, social security level income annuity. |
| ▪ Optional form conversion factors | All optional forms are the actuarial equivalent of the single life annuity option. See above for actuarial equivalence definitions. |

Miscellaneous

- | | |
|--------------------|---|
| ▪ Maximum benefits | Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000. |
|--------------------|---|

Schedule SB, Part V — Summary of Plan Provisions**Rock-Tenn Company Pension Plan for Certain Employees Covered Under Collectively Bargained Agreements**

Effective date and plan year	Original plan: January 1, 1998 Restated plan: October 1, 2001 Plan year: October 1 through September 30
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	None.
Definitions	
▪ Covered employees	Union employees of Rock-Tenn Company who are covered by a collective bargaining agreement which provides for participation in the plan.
▪ Participation	Covered employees are eligible on the entry date following attainment of age 21 and completion of one year of service. Entry dates are October 1, January 1, April 1 and July 1.
▪ Vesting service	Service from date of hire. An employee will receive credit for a month of vesting service if at least one hour of service is earned in a calendar month.
▪ Pensionable earnings	Base pay for salaried employees and total pay for hourly paid employees.
▪ Accrued benefit	The sum of the Waldorf Portion and the Formula Portion. <u>Waldorf</u> : The frozen accrued benefit under the Waldorf pension plan that transferred to this plan on December 31, 1997. <u>Formula</u> : The sum of a and b, as follows: (a) 1.2% of pensionable earnings for each year after 1997, and (b) 0.5% of pensionable earnings in excess of 50% of the social security wage base (if any) for each year after 1997.
▪ Actuarial equivalence for non-lump sum forms of payments	Based on an interest rate of 7% and the 1971 Group Annuity Mortality Table, with male rates for participants and female rates for beneficiaries. Participants with a Waldorf Plan benefit as of December 31, 1997 will have the actuarial equivalent factors under the Waldorf Plan as of December 31, 1997 applied to the accrued benefit at December 31, 1997 if it produces a higher benefit.

Schedule SB, Part V — Summary of Plan Provisions

▪ Actuarial equivalence for lump sum forms of payment	Based on the interest rate for 30-year Treasury securities for the month of August preceding the plan year of payment and the mortality table proscribed in Section 417(e) of the Code.
Normal retirement	
▪ Eligibility	Retirement from active service at age 65.
▪ Benefit	Accrued benefit at normal retirement date
Early retirement	
▪ Eligibility	Age 55 and 10 years of vesting service.
▪ Benefit	The accrued benefit at date of retirement reduced by 5% per year prior to age 65.
Late retirement	
▪ Eligibility	Retirement from active service after age 65.
▪ Benefit	Greater of the accrued benefit calculated at retirement date or the accrued benefit calculated at age 65 actuarially increased to the retirement date.
Deferred vested	
▪ Eligibility	Termination of employment after completing five years of vesting service or attaining age 65.
▪ Benefit	Accrued benefit at date of termination payable at normal retirement date. Participants with at least 10 years of vesting service at termination may elect to begin payments as early as age 55, in which case the benefit amount is reduced to the actuarial equivalent of the benefit payable at age 65.
Disability	
▪ Eligibility	Immediate upon disability.
▪ Benefit	Benefit accruals continue during the period of disability until age 65 at the rate of compensation in effect at the time of disability.

Schedule SB, Part V — Summary of Plan Provisions

Pre-retirement death	
▪ Eligibility	Eligible for vested termination benefits.
▪ Benefit	50% of the accrued benefit that would have been paid to the participant had he terminated on the date of death and elected a 50% joint and survivor annuity at age 65. The surviving spouse may elect earlier payment under the same terms that would have applied to the participant.
Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity
▪ Automatic form for married participants	50% joint and survivor annuity.
▪ Optional forms	Ten year certain and continuous annuity, single life annuity, joint and 50%, 66-2/3%, 75%, or 100% annuity, social security level income annuity.
▪ Optional form conversion factors	All optional forms are the actuarial equivalent of the single life annuity option. See above for actuarial equivalence definitions.
Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000.

Schedule SB, Part V — Summary of Plan Provisions**Rock-Tenn Company Pension Plan**

Effective date and plan year	Original plan: October 1, 1985 Restated plan: October 1, 2001 Plan year: October 1 through September 30
Status of the plan	The plan has ongoing benefit accruals for employees who were older than 35 or had 5 years of vesting service as of December 31, 2004 and who have not elected to stop benefit accruals in order to participate in an alternative retirement program. Employees hired after December 31, 2004, are not eligible to participate in the plan.
Significant events that occurred during the year	None.
Definitions	
▪ Covered employees	<p>Nonunion employees of Rock-Tenn Company who:</p> <ul style="list-style-type: none"> i. Are not eligible to participate in any other pension plan maintained by an affiliate, and ii. Satisfied the eligibility for participation conditions below by December 31, 2004. <p>All benefit accruals under this plan were frozen effective December 31, 2004 for covered employees who were under age 35 or had less than 5 years of vesting service as of December 31, 2004, unless covered by a bargaining agreement.</p> <p>Periodically, all other covered employees have been given the choice to stop benefit accruals under this plan in order to participate in an alternative retirement program.</p>
▪ Participation	Covered employees are eligible on the entry date following attainment of age 21 and completion of one year of service. Entry dates are October 1, January 1, April 1 and July 1.
▪ Vesting service	Service from date of hire. An employee will receive credit for a month of vesting service if at least one hour of service is earned in a calendar month.
▪ Credited service	Service while a covered employee.
▪ Pensionable earnings	Base pay for salaried employees and total pay for hourly paid employees.
▪ Primary social security benefit	The estimated monthly social security benefit payable at age 65 assuming level future earnings after termination.
▪ Average compensation	The highest average monthly compensation for any five years out of the last ten year of employment.

Schedule SB, Part V — Summary of Plan Provisions

▪ Grandfathered employees	Grandfathered employees are covered employees who attained age 55 and completed at least 10 years of vesting service as of January 1, 1998.
▪ Accrued benefit	For grandfathered employees, the greater of the new benefit formula or the old benefit formula described below. For all other covered employees, only the new benefit formula applies. In all cases, the accrued benefit is frozen for covered employees who have ceased benefit accruals under the plan.
▪ New benefit formula	The sum of a, b, and c as follows: a. The old benefit formula frozen as of December 31, 1997 or the frozen Sonoco accrued benefit, if applicable. b. 1.2% of pensionable earnings for each year after 1997 until March 1, 2005 and 1.0% of compensation for each year after March 1, 2005. c. 0.5% of pensionable earnings in excess of 50% of the social security wage base (if any) for each year after 1997 until March 1, 2005. The c. portion does not apply to service after March 1, 2005.
▪ Old benefit formula	The greater of: a. 0.75% of average compensation times benefit service. b. \$12.00 per month per year of benefit service. c. The product of: i. 50% of average compensation minus 50% of the primary social security benefit, and ii. benefit service up to 25 years divided by 25. d. accrued benefit as of September 30, 1985.
▪ Actuarial equivalence for non-lump sum forms of payments	Based on an interest rate of 7% and the 1971 Group Annuity Mortality Table, with male rates for participants and female rates for beneficiaries.
▪ Actuarial equivalence for lump sum forms of payment	Based on the interest rate for 30-year Treasury securities for the month of August preceding the plan year of payment and the mortality table proscribed in Section 417(e) of the Code.
Normal retirement	
▪ Eligibility	Retirement from active service at age 65.
▪ Benefit	Accrued benefit at date of retirement.
Early retirement	
▪ Eligibility	Age 55 and 10 years of vesting service.
▪ Benefit	Accrued benefit reduced by 1/180 for each month prior to age 65 down to age 60 and 1/360 for each month prior to age 60.

Schedule SB, Part V — Summary of Plan Provisions

Late retirement	
▪ Eligibility	Retirement from active service after age 65.
▪ Benefit	Greater of the accrued benefit calculated at retirement date or the accrued benefit calculated at age 65 actuarially increased to the retirement date.
Deferred vested	
▪ Eligibility	Termination of employment after completing five years of vesting service or attaining age 65.
▪ Benefit	Accrued benefit at date of termination payable at normal retirement date. Participants with at least 10 years of vesting service at termination may elect to commence benefits as early as age 55, in which case the benefit amount is reduced to the actuarial equivalent of the benefit payable at age 65.
Disability	
▪ Eligibility	Upon permanent disability for covered employees who have opted to continue accruals under the plan.
▪ Benefit	Benefit accruals continue during the period of disability until age 65 at the rate of compensation in effect at the time of disability.
Pre-retirement death	
▪ Eligibility	Eligible for vested termination benefits.
▪ Benefit	50% of the accrued benefit that would have been paid to the participant had he terminated on the date of death and elected a 50% Joint and Survivor annuity at age 65. The surviving spouse may elect earlier payment under the same terms that would have applied to the participant.

Schedule SB, Part V — Summary of Plan Provisions

Form of benefits	
▪ Automatic form for unmarried participants	Single life annuity
▪ Automatic form for married participants	Joint and 50% survivor annuity
▪ Optional forms	Ten year certain and continuous annuity, single life annuity, joint and 50%, 66-2/3%, 75%, or 100% annuity, Social Security level income annuity.
▪ Optional form conversion factors	All optional forms are the actuarial equivalent of the single life annuity option. See above for actuarial equivalence definitions.
Miscellaneous	
▪ Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2011, the limit is \$245,000.
▪ Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2011, the limit is \$195,000.

Plan Provision Changes Since Prior Valuation

- Rock-Tenn Company Pension Plan for Certain Wage Hour Employees
 - Maximum benefits were updated from 2010 to 2011.
 - The benefit unit for Stroudsburg Mill was changed from \$34 for terminations after November 1, 2007 to the following:

Date of termination	Benefit Unit
11/01/07 – 11/17/10	\$34.00
11/18/10 – 10/12/11	\$34.50
10/13/11 – 10/12/12	\$35.00
10/13/12 –	\$35.50

- The benefit unit for Eutaw Folding was changed from \$23 for terminations after October 1, 2007 to the following:

Date of termination	Benefit Unit
10/01/07 – 01/31/12	\$23.00
02/01/12 – 01/31/13	\$23.50
02/01/13 – 01/31/14	\$24.00
02/01/14 –	\$24.50

Schedule SB, Part V — Summary of Plan Provisions

- Rock-Tenn Company Pension Plan for Certain Employees Covered Under Collectively Bargained Agreements
 - Maximum compensation and maximum benefits were updated from 2010 to 2011.
- Rock-Tenn Company Pension Plan
 - Maximum compensation and maximum benefits were updated from 2010 to 2011.

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended through Amendment #3, are included in this valuation.

- **Most recent plan amendment included:** Amendment #3 to the Rock-Tenn Company Consolidated Pension Plan, adopted on May 31, 2011.
- **Plan amendments excluded:** An amendment affecting certain participants of the Chattanooga Mill was excluded because it was adopted after the valuation date and the plan sponsor did not make an election to reflect it.
- **Late retirement increases:**
 - Active participants: Participants over normal retirement age are valued with the larger of the accrued benefit at valuation date or the benefit at normal retirement age actuarially increased to the valuation date.
 - Deferred vested participants: Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **IRC Section 415(b) benefit limitations:** The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60 percent of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.
- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *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 does not reflect any limitation on benefit accruals. The target normal cost does 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.

Schedule SB, Part V — Summary of Plan Provisions

- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Line 26 — Schedule of Active Participant Data**Distribution of Active Participants¹ as of October 1, 2011**

Attained age	Years of credited service										
	Under 1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40 & up	Total
Under 25		22 30,735	1								23
25-29		48 42,361	50 42,768	10 47,806							108
30-34		30 47,755	86 48,980	110 50,460	3						229
35-39	1	27 45,191	100 51,617	164 57,620	45 52,700	4					341
40-44	1	17	111 58,124	236 57,234	101 65,712	77 57,067	5				548
45-49	1	16	120 60,510	183 58,995	84 69,167	116 62,438	59 66,422	6			585
50-54		16	108 57,808	200 61,443	82 67,857	111 56,880	122 67,751	43 56,697	4		686
55-59		14	101 63,295	108 67,829	55 68,002	89 56,370	111 68,744	29 57,664	28 56,592	3	538
60-64		4	47 58,419	70 62,614	31 62,509	51 48,049	86 63,597	16	25 53,874	16	346
65-69			10	5	4	11	15	3		5	53
70 & up			2	2	2	5	3			1	15
Total	3	194	736	1,088	407	464	401	97	57	25	3,472

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2011 limited to \$245,000. Average pay is not shown for cells with fewer than 20 participants.

¹ This exhibit includes 37 deferred disabled participants who are included in our active counts.

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

Discount rate sponsor elections

▪ Segment rates or full yield curve	Segment rates
▪ Look-back months	4
▪ First 5 years	2.27%
▪ Next 15 years	5.43%
▪ Over 20 years	6.34%

Mortality sponsor elections

▪ Healthy 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.	
▪ Disabled participants	Revenue Ruling 96-7 table for participants who became disabled after 1994.	

Other economic assumptions

▪ Salary increases		
– Certain Wage Hour Employees	Not applicable.	
– Certain Employees Covered Under CBAs	2011	2.03% per year
	2012 and later	2.00% per year
– Nonunion employees	Years before 2011	2.75% per year
	2012 and later	3.25% per year
▪ Social Security wage base		
– Certain Wage Hour Employees	Not applicable.	
– Certain Employees Covered Under CBAs	3.50% per year.	
– Nonunion employees	3.50% per year.	
▪ Inflation		
– Certain Wage Hour Employees	Not applicable.	
– Certain Employees Covered Under CBAs	2.75% per year.	
– Nonunion employees	2.75% per year.	
▪ Expected return on assets	8.00% per year.	

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

- Expenses Prior year administrative expenses adjusted to reflect differences in PBGC premiums between the current year and prior year.

Demographic assumptions

Withdrawal See table of sample rates.

Disability incidence See table of sample rates.

Retirement age

Age	Retirement Rates		
	Certain Wage Hour Employees	Certain Employees Covered Under CBAs	Nonunion employees
55	5.00%	2.00%	10.00%
56	5.00%	2.00%	7.50%
57	5.00%	2.00%	7.50%
58	10.00%	2.00%	7.50%
59	10.00%	2.00%	7.50%
60	10.00%	5.00%	10.00%
61	10.00%	10.00%	15.00%
62	20.00%	40.00%	20.00%
63	10.00%	25.00%	20.00%
64	10.00%	25.00%	25.00%
65	60.00%	100.00%	50.00%
66	30.00%	100.00%	20.00%
67	20.00%	100.00%	20.00%
68	20.00%	100.00%	30.00%
69	20.00%	100.00%	30.00%
70+	100.00%	100.00%	100.00%

Benefit commencement age for

- Future vested deferred
 - Certain Wage Hour Employees 61
 - Certain Employees Covered Under CBAs 62
 - Nonunion employees 62
- Current vested deferred
 - Certain Wage Hour Employees 61
 - Certain Employees Covered Under CBAs 62
 - Nonunion employees 62

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

Spouse assumptions	<u>Male participants</u>		<u>Female participants</u>	
▪ Percentage married				
– Certain Wage Hour Employees	100%		100%	
– Certain Employees Covered Under CBAs	80%		80%	
– Nonunion employees	80%		80%	
▪ Spouse age difference	3 years younger		3 years older	
Form of payment – Males				
▪ Certain Wage Hour Employees	<u>Life annuity</u>	<u>50% J&S</u>	<u>60% J&S</u>	<u>10 year certain & life</u>
– Active retirements	35%	0%	50%	15%
– Future vested deferred	35%	0%	50%	15%
– Future disabilities	35%	0%	50%	15%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	35%	0%	50%	15%
▪ Certain Employees Covered Under CBAs	<u>Life annuity</u>	<u>50% J&S</u>	<u>65% J&S</u>	<u>10 year certain & life</u>
– Active retirements	40%	0%	55%	5%
– Future vested deferred	40%	0%	55%	5%
– Future disabilities	40%	0%	55%	5%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	40%	0%	55%	5%
▪ Nonunion employees	<u>Life annuity</u>	<u>50% J&S</u>	<u>65% J&S</u>	<u>10 year certain & life</u>
– Active retirements	35%	0%	60%	5%
– Future vested deferred	35%	0%	60%	5%
– Future disabilities	35%	0%	60%	5%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	35%	0%	60%	5%
Form of payment – Females				
▪ Certain Wage Hour Employees	<u>Life annuity</u>	<u>50% J&S</u>	<u>60% J&S</u>	<u>10 year certain & life</u>
– Active retirements	40%	0%	20%	40%
– Future vested deferred	40%	0%	20%	40%
– Future disabilities	40%	0%	20%	40%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	40%	0%	20%	40%

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

■ Certain Employees Covered Under CBAs	10 year			
	<u>Life annuity</u>	<u>50% J&S</u>	<u>65% J&S</u>	<u>certain & life</u>
– Active retirements	80%	0%	15%	5%
– Future vested deferred	80%	0%	15%	5%
– Future disabilities	80%	0%	15%	5%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	80%	0%	15%	5%
■ Nonunion employees	10 year			
	<u>Life annuity</u>	<u>50% J&S</u>	<u>65% J&S</u>	<u>certain & life</u>
– Active retirements	70%	0%	20%	10%
– Future vested deferred	70%	0%	20%	10%
– Future disabilities	70%	0%	20%	10%
– Future deaths	0%	100%	0%	0%
– Current vested deferred	70%	0%	20%	10%
Unpredictable contingent event assumptions	Not applicable			

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

Years of service	Select rates							
	Certain Wage Hourly Employees		Certain Employees Covered Under CBAs		Nonunion employees			
					Salaried employees		Hourly employees	
	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>
0	18.00%	23.00%	17.00%	13.00%	19.00%	21.00%	22.00%	22.00%
1	18.00%	23.00%	17.00%	13.00%	19.00%	21.00%	22.00%	22.00%
2	18.00%	13.00%	13.00%	12.00%	13.00%	21.00%	20.00%	20.00%
3	16.00%	10.00%	12.00%	11.00%	13.00%	20.00%	17.00%	17.00%
4	10.00%	10.00%	11.00%	10.00%	9.00%	17.00%	15.00%	15.00%
5+	Ultimate rates		Ultimate rates		Ultimate rates			

Age	Ultimate rates							
	Certain Wage Hour Employees		Certain Employees Covered Under CBAs		Nonunion employees			
					Salaried employees		Hourly employees	
	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>
15	11.00%	13.00%	30.10%	45.20%	15.00%	20.00%	12.00%	20.00%
20	11.00%	13.00%	24.94%	37.46%	15.00%	20.00%	12.00%	20.00%
25	9.00%	13.00%	17.18%	25.82%	8.00%	13.00%	12.00%	18.00%
30	7.00%	11.00%	12.62%	16.88%	7.70%	12.00%	9.00%	10.00%
35	5.00%	9.00%	10.24%	11.70%	7.40%	11.00%	8.00%	9.00%
40	4.00%	7.00%	8.08%	8.44%	7.10%	8.00%	7.00%	8.00%
45	3.00%	5.00%	5.76%	5.76%	5.00%	6.00%	6.00%	7.00%
50	2.00%	3.00%	3.36%	3.36%	3.00%	4.00%	5.00%	6.00%
55	0.10%	0.10%	0.96%	0.96%	0.30%	0.50%	0.30%	0.50%
60	0.10%	0.10%	0.00%	0.00%	0.30%	0.50%	0.30%	0.50%
65	0.10%	0.10%	0.00%	0.00%	0.30%	0.50%	0.30%	0.50%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***Table of sample rates (continued)******Disability rates***

Age	Certain Wage Hour		Certain Employees		Nonunion employees			
	Employees		Covered Under		Salaried employees		Hourly employees	
	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>	<u>Males</u>	<u>Females</u>
15	0.000%	0.000%	0.120%	0.180%	0.020%	0.004%	0.097%	0.037%
20	0.083%	0.042%	0.120%	0.180%	0.040%	0.020%	0.120%	0.060%
25	0.112%	0.067%	0.120%	0.180%	0.068%	0.040%	0.149%	0.089%
30	0.148%	0.115%	0.120%	0.180%	0.098%	0.068%	0.190%	0.154%
35	0.210%	0.195%	0.128%	0.192%	0.146%	0.116%	0.264%	0.262%
40	0.320%	0.287%	0.147%	0.221%	0.230%	0.176%	0.396%	0.382%
45	0.498%	0.441%	0.198%	0.297%	0.360%	0.278%	0.616%	0.580%
50	0.857%	0.723%	0.357%	0.535%	0.636%	0.498%	1.044%	0.914%
55	1.523%	1.210%	0.661%	1.022%	1.176%	0.832%	1.818%	1.532%
60	2.052%	1.662%	1.380%	2.070%	2.240%	1.410%	2.724%	1.876%
65	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%	0.000%

Actuarial Methods for Funding***Asset Methods***

We used financial data submitted by the trustee as of the valuation date without further audit. Customarily, this information would not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

The asset valuation method is an average of the adjusted market value for each year during the last 2 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.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***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.
- **Insurance contracts:** The plan does not have any insurance contracts.

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 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.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- 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.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods***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 or benefit 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 or benefit 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."

Schedule SB, Line 32 — Schedule of Amortization Bases

The shortfall amortization charge is the sum of the shortfall base amortization for each plan year covered under PPA. Although a shortfall base can be negative, the combined shortfall amortization charge cannot be negative.

Shortfall bases				
Year established		Outstanding balance	Years remaining	2011 Installment ¹
2008	\$	10,263,610	4	\$ 2,652,932
2009		11,154,076	5	2,332,069
2010		44,873,678	6	8,084,488
2011		18,637,355	7	2,968,332
Total	\$	84,928,719		\$ 16,037,821

¹ Information shown prior to October 1, 2010 is from the 2009 Funding Reports provided by Hewitt. All of these numbers represent the sum of the numbers for the three pre-merger plans that were merged together to form the Rock-Tenn Company Consolidated Pension Plan effective September 30, 2010.

Schedule SB, Line 24 — Change in Actuarial Assumptions

- Interest discounts and mortality rates were updated from 2010 to 2011 in accordance with PPA and sponsor elections.
- The long-term rate of return on assets decreased from 8.65% to 8.00%.
- Salary scale for Certain Employees Covered under CBA's was updated from 2.30% for 2011 and 2.00% for 2012 and years thereafter to 2.03% for 2011 and 2.00% for 2012 and years thereafter.
- Salary scale for Nonunion employees was updated from 2.50% for 2011 and 3.50% for 2012 and years thereafter to 2.75% for 2011 and 3.25% for 2012 and years thereafter.

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

The first and final specific AFTAP certification at October 1, 2011 was completed on August 10, 2012. The details of the AFTAP certification are included below.

The adjusted funding target shown in line 2.e. reflects the plan amendments made in the plan year that provided increased benefits during the plan year. The increase in funding target due to this plan amendment was \$128,128. This increase was not included in the funding target for any other purpose.

2011 AFTAP calculation

The 2011 AFTAP of 80.00% has been determined in accordance with final Treasury regulations section 1.436-1(j). The calculations are summarized in the table below.

1. Adjusted plan assets at October 1, 2011	
a. Actuarial value of plan assets at October 1, 2011	\$339,955,248
b. Carryover balance at October 1, 2011	0
c. Prefunding balance at October 1, 2011	0
d. Carryover and prefunding balances required to be subtracted from plan assets in 2011 AFTAP determination: <i>\$0 if (a) ≥ (2.a); (b) + (c) otherwise</i>	0
e. Annuity purchases for nonhighly-compensated employees in the 2009 and 2010 plan years	0
f. Code Section 436(c)(2) contributions made during 2011 plan year for amendments reflected in (2.a.) or (2.b.)	54,428
g. Code Section 436(b)(2) contributions made during 2011 plan year for UCEBs reflected in (2.c.)	0
h. Code Section 436(e)(2) contributions made during 2011 plan year for restored benefit accruals reflected in (2.d.)	0
i. Security provided pursuant to Code Section 436(f)(1): <i>surety bond, escrow account, or other security approved by IRS</i>	0
j. Adjusted plan assets at October 1, 2011: <i>(a) – (d) + (e) + (f) + (g) + (h) + (i)</i>	340,009,676
2. Adjusted funding target at October 1, 2011	
a. Funding target at October 1, 2011	\$424,883,967
b. Funding target increases not already reflected in (a) resulting from implementation of plan amendments	128,128
c. Funding target increases not already reflected in (a) resulting from payment of UCEBs	0
d. Funding target increases not already reflected in (a) resulting from restoration of prior year benefit accruals	0
e. Adjusted funding target: <i>(a) + (b) + (c) + (d) + (1.e)</i>	425,012,095
3. 2011 AFTAP: <i>(1.j) ÷ (2.e)</i>	80.00%

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 62.

Age		Retirement Rate		Weighted Lives		Weighted Ages
		<u>Qx</u>		<u>lx</u>		
55	x	0.0500	x	1.0000	=	2.7500
56	x	0.0500	x	0.9500	=	2.6600
57	x	0.0500	x	0.9025	=	2.5721
58	x	0.1000	x	0.8574	=	4.9728
59	x	0.1000	x	0.7716	=	4.5527
60	x	0.1000	x	0.6945	=	4.1668
61	x	0.1000	x	0.6250	=	3.8127
62	x	0.2000	x	0.5625	=	6.9753
63	x	0.1000	x	0.4500	=	2.8351
64	x	0.1000	x	0.4050	=	2.5921
65	x	0.6000	x	0.3645	=	14.2161
66	x	0.3000	x	0.1458	=	2.8870
67	x	0.2000	x	0.1021	=	1.3677
68	x	0.2000	x	0.0817	=	1.1105
69	x	0.2000	x	0.0653	=	0.9014
70	x	1.0000	x	0.0523	=	3.6580
Total						62.0302

Age		Retirement Rate		Weighted Lives		Weighted Ages
		Qx		lx		
55	x	0.1000	x	1.0000	=	5.5000
56	x	0.0750	x	0.9000	=	3.7800
57	x	0.0750	x	0.8325	=	3.5589
58	x	0.0750	x	0.7701	=	3.3498
59	x	0.0750	x	0.7123	=	3.1520
60	x	0.1000	x	0.6589	=	3.9533
61	x	0.1500	x	0.5930	=	5.4259
62	x	0.2000	x	0.5040	=	6.2502
63	x	0.2000	x	0.4032	=	5.0808
64	x	0.2500	x	0.3226	=	5.1614
65	x	0.5000	x	0.2419	=	7.8631
66	x	0.2000	x	0.1210	=	1.5968
67	x	0.2000	x	0.0968	=	1.2968
68	x	0.3000	x	0.0774	=	1.5794
69	x	0.3000	x	0.0542	=	1.1218
70	x	1.0000	x	0.0379	=	2.6556
Total						61.3259

Schedule SB, Line 22 — Description of Weighted Average Retirement Age**Certain Employees Covered Under CBAs:**

Age		Retirement Rate		Weighted Lives		Weighted Ages
		Qx		lx		
55	x	0.0200	x	1.0000	=	1.1000
56	x	0.0200	x	0.9800	=	1.0976
57	x	0.0200	x	0.9604	=	1.0949
58	x	0.0200	x	0.9412	=	1.0918
59	x	0.0200	x	0.9224	=	1.0884
60	x	0.0500	x	0.9039	=	2.7118
61	x	0.1000	x	0.8587	=	5.2382
62	x	0.4000	x	0.7729	=	19.1667
63	x	0.2500	x	0.4637	=	7.3035
64	x	0.2500	x	0.3478	=	5.5645
65	x	1.0000	x	0.2608	=	16.9544
Total						62.4118

Overall Weighted Average Retirement Age

Certain Wage Hour Employees	776/3,472	x	62.0302	13.8639
Nonunion Employees	1,821/3,472	x	61.3259	32.1643
Certain Employees Covered Under CBAs	875/3,472	x	62.4118	15.7288

Weighted Average Retirement Age: **61.7570**

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. 1510 - 0110 1510 - 0089 2011 This Form Is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2011 or fiscal plan year beginning <u>10/01/2011</u> and ending <u>09/30/2012</u>			
A This return/report is for:	☒ a multiemployer plan; ☒ a single-employer plan;	☐ a multiple-employer plan; or ☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report; ☐ an amended return/report;	☐ the final 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; ☐ special extension (enter description) _____	☐ automatic extension;	☐ the DFVC program;

Part II Basic Plan Information - enter all requested information			
1a Name of plan ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN	1b Three-digit plan number (PN) ►	<u>016</u>	
	1c Effective date of plan <u>01/01/1988</u>		
2a Plan sponsor's name and address, including room or suite number (Employer, if for a single-employer plan) ROCK-TENN COMPANY 504 THRASHER STREET NORCROSS GA 30071-1967	2b Employer Identification Number (EIN) <u>62-0342590</u>	2c Sponsor's telephone number <u>770-448-2193</u>	2d Business code (see instructions) <u>322200</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>07/12/2013</u> 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

5 Total number of participants at the beginning of the plan year

5

10,318

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

3,342

b Retired or separated participants receiving benefits

6b

3,002

c Other retired or separated participants entitled to future benefits

6c

3,436

d Subtotal. Add lines 6a, 6b, and 6c

6d

9,780

e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits

6e

328

f Total. Add lines 6d and 6e

6f

10,108

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

22

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:

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

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

2011**This Form is Open to Public
Inspection**

For calendar plan year 2011 or fiscal plan year beginning 10/01/2011 and ending 09/30/2012

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

ROCK-TENN COMPANY CONSOLIDATED PENSION PLAN

B Three-digit
plan number (PN)

016

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

ROCK-TENN COMPANY

D Employer Identification Number (EIN)

62-0342590

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 10 Day 1 Year 2011**2** Assets:**a** Market value**2a**

331,388,644

b Actuarial value**2b**

339,955,248

3 Funding target/participant count breakdown:

(1) Number of participants

(2) Funding Target

a For retired participants and beneficiaries receiving payment**3a**

2,865

172,042,645

b For terminated vested participants**3b**

3,826

98,083,246

c For active participants:

(1) Non-vested benefits

3c(1)

9,359,837

(2) Vested benefits

3c(2)

145,398,239

(3) Total active

3c(3)

3,472

154,758,076

d Total**3d**

10,163

424,883,967

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐**a** Funding target disregarding prescribed at-risk assumptions**4a****b** Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor**4b****5** Effective interest rate**5**

5.71 %

6 Target normal cost**6**

9,603,001

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***Anthony Wagman*
Signature of actuary

ANTHONY WAGMAN

Type or print name of actuary

MERCER

3560 LENOX ROAD
SUITE 2400
ATLANTA

Firm name

GA 30326

Address of the firm

6/28/2013
Date

Date

11-07407

Most recent enrollment number

(404) 442-3100

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).....	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	0
10 Interest on line 9 using prior year's actual return of <u>0.88</u> %	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38 from prior year)		28,584,864
b Interest on (a) using prior year's effective rate of <u>6.49</u> % except as otherwise provided (see instructions).....		1,855,158
c Total available at beginning of current plan year to add to prefunding balance.....		30,440,022
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections.....	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding percentages

14 Funding target attainment percentage	14	80.01 %
15 Adjusted funding target attainment percentage	15	80.00 %
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	80.01 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and liquidity shortfalls

(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
10/03/2011	54,445		01/14/2013	4,726,480	
10/03/2011	145,555		06/10/2013	5,700,000	
01/10/2012	5,500,000				
04/04/2012	5,500,000				
07/11/2012	5,500,000				
10/15/2012	5,500,000				
Totals •			18(b)	32,626,480	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	0
b Contributions made to avoid restrictions adjusted to valuation date.....	19b	54,428
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	30,958,345

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: 2.27 %	2nd segment: 5.43 %	3rd segment: 6.34 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29).....	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	9,603,001	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment.....	84,928,719	16,037,821	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount.....	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	25,640,822	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	25,640,822	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	30,958,345	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	5,317,523	
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			
43 Excess installment acceleration amount to be carried over to future plan years	43			