

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
		2012
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</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 401K RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>018</u> 1c Effective date of plan <u>10/01/1997</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>ROCK-TENN COMPANY</u> <u>504 THRASHER STREET</u> <u>NORCROSS, GA 30071</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>08/16/2013</u>	<u>JOHN STAKEL</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/16/2013</u>	<u>JOHN STAKEL</u>
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address ROCK-TENN ADMINISTRATIVE COMMITTEE		3b Administrator's EIN 62-0342590
		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 8299
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	19999
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	5732
d Subtotal. Add lines 6a , 6b , and 6c	6d	25731
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	124
f Total. Add lines 6d and 6e	6f	25855
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	20695
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	384
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 Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics 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 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 018
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
THE VANGUARD GROUP, INC.

23-1945930

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
WELLS FARGO BANK, NA

94-1347393

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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)

THE VANGUARD GROUP, INC.

23-1945930

(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?
15 16 26 37 57	NONE	254273	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MERCER

61-0736136

(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?
50	NONE	161829	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

WELLS FARGO BANK, NA

94-1347393

(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?
15 37 50	NONE	110499	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
THE VANGUARD GROUP	99	0

(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.
ARTISAN FUNDS 30-0551775	7 BASIS POINTS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

a Name:	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:

<p style="text-align: center;">SCHEDULE D (Form 5500)</p> <p style="text-align: center; font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="text-align: center; font-size: small;">Department of Labor Employee Benefits Security Administration</p>	<p style="text-align: center;">DFE/Participating Plan Information</p> <p style="text-align: center; font-size: small;">This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p style="text-align: center;">▶ File as an attachment to Form 5500.</p>	<p style="text-align: center; font-size: small;">OMB No. 1210-0110</p> <hr/> <p style="text-align: center; font-size: large;">2012</p> <hr/> <p style="text-align: center; font-size: small;">This Form is Open to Public Inspection.</p>
---	---	---

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

<p>A Name of plan <u>ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN</u></p>	<p>B Three-digit plan number (PN) ▶ <u>018</u></p>	
<p>C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>ROCK-TENN COMPANY</u></p>	<p>D Employer Identification Number (EIN) <u>62-0342590</u></p>	

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: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY

c EIN-PN <u>23-2186884-022</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
---------------------------------------	-------------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: ROCK-TENN & RTS 401K MASTER TRUST

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

c EIN-PN <u>46-6182151-001</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>1161448460</u>
---------------------------------------	-------------------------------	---

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	018
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	Asset and Liability Statement
---------------	--------------------------------------

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	313193	758320
(2) Participant contributions	1b(2)	668225	1383410
(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)	12539862	25966706
(9) Value of interest in common/collective trusts.....	1c(9)	67748247	
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		1161448460
(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)	279401355	
(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	360670882	1189556896

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	360670882	1189556896
---	-----------	-----------	------------

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)	17773195	
(B) Participants	2a(1)(B)	36220017	
(C) Others (including rollovers)	2a(1)(C)	6829496	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		60822708

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)	765849	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		765849

(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)	2242611	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2242611

(3) Rents	2b(3)		
-----------------	--------------	--	--

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

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1188776
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		8583999
(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)		29652938
c Other income.....	2c		-8531
d Total income. Add all income amounts in column (b) and enter total.....	2d		103248350

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	62232009	
(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)		62232009
f Corrective distributions (see instructions)	2f		14089
g Certain deemed distributions of participant loans (see instructions).....	2g		591277
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	441377	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		441377
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		63278752

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		39969598
l Transfers of assets:			
(1) To this plan.....	2l(1)		788916416
(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 & COMPANY, PC

(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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a	X		9117991
4b		X	

	Yes	No	Amount
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>018</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
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u> <u>41-6257133</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	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**ROCK-TENN COMPANY
401(k) RETIREMENT SAVINGS PLAN**

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

**AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED
DECEMBER 31, 2012**

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN

INDEX OF FINANCIAL STATEMENTS

	<u>Page</u>
Independent Auditor's Report	
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	1
Statement of Changes in Net Assets Available for Benefits for the year ended December 31, 2012	2
Notes to Financial Statements	3-21
Supplemental Schedules:*	
Schedule of Assets (Held at End of Year) - Form 5500, Schedule H, Part IV, Line 4(i)	22
Schedule of Delinquent Participant Contributions - Form 5500, Schedule H, Part IV, Line 4(a)	23
 * Other schedules required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	



INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Rock-Tenn Company 401(k) Retirement Savings 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 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012, 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.

Auditor's Responsibility

g r o w t h .

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 Wells Fargo Bank, N.A. and Vanguard Fiduciary Trust Company, the trustees 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 Wells Fargo Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2012 and for the period September 29, 2012 to December 31, 2012, and that Vanguard Fiduciary Trust Company held the Plan's investment assets and executed investment transactions as of December 31, 2011 and for the period January 1, 2012 to September 28, 2012. The Plan administrator has obtained a certification from the trustees as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustees 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.

Other Matter

The supplemental schedules, Schedule of Assets (Held at End of Year) and Schedule of Delinquent Participant Contributions as of or for the year ended December 31, 2012 are required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these supplemental schedules.

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

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustees 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
August 9, 2013

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS</u>		
INVESTMENTS AT FAIR VALUE:		
Mutual funds	\$ -	\$ 279,401,355
Common/collective trust	-	67,748,247
Investment in Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust (Note 5)	<u>1,161,411,711</u>	<u>-</u>
Total investments at fair value	<u>1,161,411,711</u>	<u>347,149,602</u>
RECEIVABLES:		
Participant contributions	1,383,410	668,225
Employer contributions	758,320	313,193
Notes receivable from participants	<u>25,966,706</u>	<u>12,550,969</u>
Total receivables	<u>28,108,436</u>	<u>13,532,387</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	1,189,520,147	360,681,989
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT - RESPONSIVE INVESTMENT CONTRACTS	<u>36,749</u>	<u>(3,137,176)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,189,556,896</u>	<u>\$ 357,544,813</u>

See notes to financial statements.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Investment income:

Interest	\$ 1,188,776
Dividends	2,242,611
Net appreciation in fair value of investments	32,790,114
Plan interest in Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust investment income	<u>8,583,999</u>
Total investment income	<u>44,805,500</u>

Contributions:

Participants	36,220,017
Employer	17,773,195
Rollovers	<u>6,829,496</u>
Total contributions	<u>60,822,708</u>

Interest from notes receivable from participants	<u>765,849</u>
--	----------------

Total additions	<u>106,394,057</u>
-----------------	--------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Withdrawals and payments to participants	62,848,482
Administrative expenses	<u>449,908</u>
Total deductions	<u>63,298,390</u>

NET INCREASE	43,095,667
--------------	------------

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	357,544,813
---	-------------

ASSETS TRANSFERRED FROM QUALIFIED PLANS (NOTE 1A)	<u>788,916,416</u>
--	--------------------

NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	<u>\$ 1,189,556,896</u>
---	-------------------------

See notes to financial statements.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN

The following description of the Rock-Tenn Company 401(k) Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the plan document for a more complete description of the Plan’s provisions.

A. General

Rock-Tenn Company and participating subsidiaries (collectively the “Company”) or (“Plan Sponsor”) is the sponsor and administrator of the Plan. The Plan became effective on October 1, 1997 as the “Rock-Tenn Company 401(k) Retirement Savings Plan for Salaried and Non-Union Hourly Employees” and was amended and restated effective July 15, 2010, at which time the name of the Plan was changed to the “Rock-Tenn Company 401(k) Retirement Savings Plan” and the following defined contribution plans were merged with and into the Plan: (i) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Wage Hour Employees, (ii) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Collectively Bargained Employees, (iii) the Southern Container Corp. Manufacturing Employees 401(k) Pension Plan and (iv) the Solvay Paperboard LLC Plan. The Plan is a defined contribution plan and is intended to provide retirement benefits for eligible employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Effective April 30, 2012, Glenmark Industries, Inc. Employees’ Profit Sharing Plan merged with and into the Plan. Assets totaling \$5,493,311, including notes receivable from participants totaling \$222,751, were transferred to the Plan in connection with the merger and are included in assets transferred from qualified plans on the statement of changes in net assets available for benefits. Effective September 28, 2012, the following defined contribution plans were merged with and into the Plan: (i) the Southern Container Corp. Employees’ 401(k) Plan, (ii) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Hourly Employees (St. Laurent), (iii) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Employees (SSCC), (iv) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Hourly Employees (JSC) and (v) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Hourly Employees (Stone). Assets totaling \$783,423,105, including notes receivable from participants totaling \$20,235,762, were transferred to the Plan in connection with the mergers and are included in assets transferred from qualified plans on the statement of changes in net assets available for benefits.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN (Continued)

B. Administration

Plan assets were held under contract by Wells Fargo Bank, N.A. as of December 31, 2012 and by Vanguard Fiduciary Trust Company as of December 31, 2011 (the "Trustees"), each of which maintained individual accounts reflecting each participant's respective interest in the value of the Plan's net assets.

Effective September 28, 2012, the Plan's investments were transferred to the Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust ("Master Trust"), along with all investments previously held by the merged plans. The Master Trust holds investments on behalf of the Rock-Tenn Company 401(k) Retirement Savings Plan and the RTS Packaging, LLC 401(k) Retirement Savings Plan (Note 5).

Certain administrative functions are performed by employees of the Company. These employees did not receive compensation from the Plan.

C. Eligibility

In general, employees are eligible to participate in the Plan after completing a minimum service period of two months. Temporary employees are eligible to participate after completing 1,000 hours of service in a 12 month period. Collectively bargained employees, as defined by the Plan, are generally eligible to participate after having completed a minimum service period of one year, subject to certain exclusions stated in the Plan document. An employee's service with a predecessor employer acquired by or merged with the Company or service with RTS Packaging Services, LLC, will be taken into account for the purposes of determining an employee's eligibility to participate in the Plan.

D. Contributions

Once eligible, certain participants are automatically enrolled in the Plan with a deferral percentage of 3% of eligible compensation unless the participant 1) elects not to participate in the Plan or 2) elects a different deferral percentage. Subsequently, the deferral percentage for automatically enrolled participants is automatically increased 1% annually up to a maximum deferral percentage of 10%, unless the participant 1) elects not to participate in the automatic increase or 2) elects a different deferral percentage maximum.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN (Continued)

D. Contributions (continued)

Outside of the automatic enrollment process, participants may make before-tax or Roth contributions between a minimum of 1% and a maximum of 75% of eligible compensation, as defined by the Plan, to the Plan through salary deferrals, subject to certain maximum limitations under the Internal Revenue Code ("IRC"). Participants who have or will attain age 50 on or before the end of the year are eligible to make catch-up contributions to the Plan. Employees can request to make a rollover contribution to the Plan before meeting the participation requirement of the Plan. For each pay period that a participant makes contributions to the Plan, the Company makes a matching contribution. Matching contributions for the participants that are not a part of a collectively bargained agreement are based on whether a participant also accrues benefits under the Company's pension plan ("Pension"). For those participants who accrue benefits under the Pension, the matching contribution is 50% of the participant's contribution up to 6% of eligible compensation for such pay period. For those participants who do not accrue benefits under the Pension, the matching contribution varies based on the facility and is generally 100% of the participant's contribution up to 4% of eligible compensation. Matching contributions for participants that are part of a collectively bargained agreement are in accordance with the respective contract with each bargaining unit. Company matching contributions range from 0% to 100% of the participant's contribution, based on the participant's union affiliation, for each pay period up to a maximum of 6% of eligible compensation.

The Plan has discretionary Company profit sharing contributions for certain employees working at specific facilities as detailed in the Plan document. The allocation of these contributions to eligible employees differs from facility to facility, and is described in detail in the Plan document. Discretionary Company profit sharing contributions totaled \$1,069,768 for the year ended December 31, 2012.

E. Participants' Accounts

Participants may designate the investment funds into which contributions can be deposited. Each participant's account is credited with (i) the participant's 401(k) contribution, (ii) the Company's contribution, and (iii) the participant's account earnings. Each participant's account is charged with (i) withdrawals, (ii) the participant's account losses, and (iii) an allocation of administrative expenses. The benefit to which a participant is entitled is the participant's vested account balance.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN (Continued)

F. Investment Options

Effective September 28, 2012, the Plan offers participants a variety of investments options including (a) two mutual funds; (b) fifteen common/collective trust funds; (c) the Rock-Tenn Company 401(k)/Galliard stable value separate account and (d) three custom funds that are managed by various investment advisors which are intended to provide broad exposure to the intended market through a single investment option. All investments, as well as the underlying investments of the stable value separate account and custom funds, are held in the Master Trust.

Prior to September 28, 2012 and for the year ended December 31, 2011, the Plan's investment options consisted of twenty-eight mutual funds and one common/collective trust fund.

G. Vesting

Participants vest immediately in their voluntary contributions and actual earnings thereon. Vesting in the Company's contributions and earnings is based on years of service. Generally, a participant's account is fully vested after three years of credited service or other events, as defined by the Plan. Certain participant accounts transferred into the Plan from merged plans vest over periods exceeding three years.

H. Forfeitures

Forfeitures of non-vested benefits are used to pay general administrative expenses of the Plan, restore account balances for re-employed employees, and/or to offset Company matching contributions. Forfeitures of \$1,344,747 and \$567,336 were used to offset Company contributions by the Plan for the years ended December 31, 2012 and 2011, respectively. Additionally, forfeitures of \$30,053 were used to pay plan expenses during the year ended December 31, 2012. Forfeitures of \$269,203 and \$59,218 were available for future use at December 31, 2012 and 2011, respectively.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

1. DESCRIPTION OF PLAN (Continued)

I. Withdrawals and Payments of Benefits

Participants can elect to receive payment of their vested account balance as soon as practicable after employment is terminated or after becoming disabled. Participants may have their account paid directly to them net of appropriate taxes and penalties (as applicable) or transferred in a direct rollover to another qualified plan or individual retirement account without taxes or penalties.

In general, the Plan also provides for withdrawals by a participant from his or her contribution account prior to retirement either upon the attainment of age 59½, disability, a hardship withdrawal, a rollover withdrawal, or upon termination of the Plan without establishment of a successor plan.

J. Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000, up to a maximum equal to the lesser of 50 percent of their vested account balance or \$50,000. The loans are secured by the balance in the participant's account, are repaid through payroll deductions over a period not to exceed five years unless the loan is made in connection with the purchase of a principal residence, and bear rates of interest (3.25% to 10.50% at December 31, 2012) agreed upon at the date of signing the loan application.

K. Plan Termination

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their account balances, and the assets of the Plan will be distributed to the participants in accordance with the Plan provisions.

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").

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Investment Valuation and Income Recognition

The investments held by the Plan are stated at fair value. Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by the investment advisors, trustees and insurance companies. See Note 4 and Note 5 for discussion of fair value measurements. Net appreciation in fair value of investments includes the Plan's gains and losses on investments that were bought and sold as well as held during the period.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Management fees and operating expenses charged to the Plan for investments in mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, these management fees and operating expenses are reflected as a reduction of investment return for such investments.

In accordance with GAAP, investment contracts held by a defined contribution plan are required to be reported at fair value. However, for fully benefit-responsive investment contracts, contract value is a relevant measurement as it is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. For the years ended December 31, 2012 and 2011, the Plan invested in fully benefit-responsive investment contracts within the Rock-Tenn Company and RTS Packaging, LLC 401(k) Master Trust and through the Vanguard Retirement Savings Master Trust.

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals. As required by GAAP, the statements of net assets available for benefits present the fair value of the investment in contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

C. Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances, plus any accrued but unpaid interest.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

D. Administrative Expenses

Certain administrative expenses are paid by the Plan, as allowed by the Plan document. Recordkeeping, investment advisory, and custodial fees are paid by plan participants and all other expenses are paid by the Plan Sponsor.

Investment and advisory management fees related to the stable value separate account and the custom funds are paid from the assets of the Master Trust on a quarterly basis. Such fees are recorded as a deduction from the Master Trust's net assets.

E. Risks and Uncertainties

The Plan invests in various investment securities, including those held by the Master Trust. Investment securities are exposed to various risks, such as interest rate, market, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participant's account balances and the amounts reported in the statement of net assets available for benefits.

F. Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results may differ from those estimates.

G. Payment of Benefits

Benefit payments are recorded when distributed.

H. Subsequent Events

The Plan has evaluated subsequent events through August 9, 2013, the date which the financial statements were available to be issued, and there are no other disclosable events.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

3. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets available for benefits at December 31, 2011:

Vanguard 500 Index Fund Investor Shares	\$ 56,394,439
Vanguard Target Retirement 2015 Fund	24,097,598
Vanguard Target Retirement 2025 Fund	29,672,809
Vanguard Target Retirement 2035 Fund	19,669,054
Vanguard Retirement Savings Master Trust (at contract value)	64,611,071

For the year ended December 31, 2012, net appreciation (including gains and losses on investments bought and sold, as well as held during the year) in the Plan's investments related to mutual funds was \$32,790,114.

As described in Note 2, because the Vanguard Retirement Savings Master Trust was fully benefit-responsive, the common/collective trust was included in the financial statements at contract value as reported to the Plan by Vanguard Fiduciary Trust Company. There were no reserves against the common/collective trust for credit risk of the contract issuer or otherwise. Participants could ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value.

Certain events limited the ability of the Plan to transact at contract value with the issuer. Specific coverage provided by each contract may be different from each issuer and can be found in the contract of the common/collective trust. Examples of such events included the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. The average yields of the Vanguard Retirement Savings Master Trust were as follows for the years ended December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Based on actual earnings	2.22%	3.09%
Based on interest rate credited to participants	1.82%	2.68%

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

4. FAIR VALUE MEASUREMENTS

The FASB has established a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. There have been no changes to the valuation methodologies used at December 31, 2012 and 2011.

The fair value hierarchy levels of the Plan's assets held in the Master Trust at December 31, 2012 is presented in Note 5.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

4. FAIR VALUE MEASUREMENTS (Continued)

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

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds ^(a) :				
Fixed income funds	\$ 30,539,310	\$ -	\$ -	\$ 30,539,310
Balanced funds	107,968,087	-	-	107,968,087
Large Cap funds	85,248,231	-	-	85,248,231
Mid Cap funds	17,822,196	-	-	17,822,196
Small Cap funds	14,533,993	-	-	14,533,993
International funds	23,289,538	-	-	23,289,538
Total mutual funds	279,401,355	-	-	279,401,355
Common/collective trust ^(b)	-	67,748,247	-	67,748,247
Total assets at fair value	\$ 279,401,355	\$ 67,748,247	\$ -	\$ 347,149,602

- (a) Mutual funds are valued using the Net Asset Value ("NAV") of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.
- (b) The common/collective trust is valued using the NAV of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market. There were no redemption restrictions on this investment.

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST

Beginning September 28, 2012, the Plan's investment assets have been held in the Master Trust under the terms of a trust agreement with Wells Fargo Bank, N.A., the trustee of the Plan. The value of the Plan's share of net assets is presented as a single asset and the net investment experience in the Master Trust is presented as a single addition to or deduction from net assets in the accompanying financial statements. The Master Trust's net assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments and certain administrative expenses) which can be specifically identified, and by allocating among participating plans, in proportion to the fair value of the net assets assigned to each plan, income and expenses resulting from the collective investment of the net assets of the Master Trust. At December 31, 2012, the Plan's beneficial interest in the net assets of the Master Trust was approximately 98.1%.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k)
MASTER TRUST (Continued)

The Plan does not have an undivided interest in the investments held in the Master Trust since each plan's interest in the investments of the Master Trust is based on the account balances of the participants and their elected investment fund options. However, the Plan's beneficial interest in each of the underlying investment fund options does not vary significantly from the Plan's beneficial interest in the total net assets of the Master Trust.

The condensed statement of net assets available for benefits for the Master Trust as of December 31, 2012 is as follows:

Investments at fair value:	
Mutual funds	\$ 101,955,121
Common/collective trusts	770,685,226
Investment contract with insurance company	62,502,541
Common stock and American depository receipts	218,129,412
Fixed income securities	27,964,315
Preferred stock	<u>383,150</u>
Total investments at fair value	<u>1,181,619,765</u>
Receivables:	
Amounts due from brokers for securities sold	1,848,628
Accrued interest and dividends	<u>391,116</u>
Total receivables	<u>2,239,744</u>
Net assets available for benefits at fair value	1,183,859,509
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>37,099</u>
Net assets available for benefits	<u>\$ 1,183,896,608</u>

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k)
MASTER TRUST (Continued)

The condensed statement of changes in net assets available for benefits for the Master Trust for the year ended December 31, 2012 is as follows:

Additions to net assets attributed to:	
Investment income:	
Interest	\$ 395,479
Dividends	1,490,410
Net appreciation (depreciation) in fair value of investments:	
Mutual funds	3,286,470
Common/collective trusts	4,948,921
Investment contract with insurance company	166,806
Common stock and American depository receipts	(1,280,983)
Fixed income securities	12,590
Preferred stock	(432)
Other income	<u>45,561</u>
Total investment income	<u>9,064,822</u>
Deductions from net assets attributed to -	
Investment and advisory management fees	<u>233,975</u>
Net increase before transfers	8,830,847
Transfers in ^(a)	1,218,095,479
Transfers out ^(b)	<u>(43,029,718)</u>
Net increase in net assets	1,183,896,608
Net assets available for benefits, beginning of the year	-
Net assets available for benefits, end of the year	<u>\$ 1,183,896,608</u>

(a) Includes contributions, rollovers, transfers from qualified plans and participant note repayments of principal and interest.

(b) Includes benefit payments to participants, participant note withdrawals, and administrative expenses.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds ^(a) :				
Balanced/Lifestyle funds	\$ 2,393,162	\$ -	\$ -	\$ 2,393,162
Foreign large cap growth funds	34,025,205	-	-	34,025,205
Small/Mid cap blend fund	29,706,543	-	-	29,706,543
Money market fund	6,702,340	-	-	6,702,340
Fixed income fund	<u>29,127,871</u>	<u>-</u>	<u>-</u>	<u>29,127,871</u>
Total mutual funds	<u>101,955,121</u>	<u>-</u>	<u>-</u>	<u>101,955,121</u>
Common/collective trusts:				
Synthetic GICs ^(c)				
Fixed income securities	-	156,340,936	-	156,340,936
Wrapper contracts	-	-	-	-
Money market fund ^(b)	-	38,147,971	-	38,147,971
Target date funds ^(b)	-	330,697,022	-	330,697,022
Fixed income securities ^(b)	-	24,881,597	-	24,881,597
Foreign large cap blend funds ^(b)	-	22,427,511	-	22,427,511
Small/Mid cap blend funds ^(b)	-	33,554,555	-	33,554,555
Large cap blend funds ^(b)	<u>-</u>	<u>164,635,634</u>	<u>-</u>	<u>164,635,634</u>
Total common/collective trusts	<u>-</u>	<u>770,685,226</u>	<u>-</u>	<u>770,685,226</u>
Investment contract with insurance company ^(c) :				
Separate account GIC	<u>-</u>	<u>62,502,541</u>	<u>-</u>	<u>62,502,541</u>

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k)
MASTER TRUST (Continued)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Common stock and American depository receipts ^(d) :				
Materials	12,382,787	-	-	12,382,787
Industrials	19,366,778	-	-	19,366,778
Consumer discretionary	37,268,639	-	-	37,268,639
Consumer staples	12,204,768	-	-	12,204,768
Energy	17,014,169	-	-	17,014,169
Financials	25,023,726	-	-	25,023,726
Information technology	52,703,584	-	-	52,703,584
Healthcare	21,413,756	-	-	21,413,756
Telecommunication services	783,617	-	-	783,617
American depository receipts	18,381,636	-	-	18,381,636
Foreign equities	1,073,767	-	-	1,073,767
Other	512,185	-	-	512,185
Total common stock and American deposit receipts	218,129,412	-	-	218,129,412
Fixed income securities:				
U.S. Government treasuries ^(e)	-	4,823,140	-	4,823,140
Corporate bonds ^(f)	-	11,938,222	-	11,938,222
Mortgage/Asset-backed securities ^(g)	-	8,588,780	-	8,588,780
Municipal bonds ^(g)	-	1,853,292	-	1,853,292
Other fixed income securities ^(g)	-	760,881	-	760,881
Total fixed income securities	-	27,964,315	-	27,964,315
Preferred stock ^(d)	383,150	-	-	383,150
Total assets at fair value	<u>\$ 320,467,683</u>	<u>\$ 861,152,082</u>	<u>\$ -</u>	<u>\$ 1,181,619,765</u>

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

- (a) Mutual funds are valued using the Net Asset Value ("NAV") of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.
- (b) The common/collective trusts are valued using the NAV of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market. Participant transactions (purchases and sales) may occur daily.
- (c) The stable value separate account is invested in a money market fund, a separate account guaranteed investment contract issued by an insurance company and synthetic guaranteed investment contracts. Separate account GICs are contracts issued by insurance companies that guarantee principal repayment and a fixed or floating interest rate for a predetermined period of time. The fair value of the separate account GIC is the total fair value of the fixed income portfolio (based on the fair value of the underlying fixed income securities). The separate account GIC is classified within level 2 of the valuation hierarchy, as the inputs for determining fair value are observable.

Synthetic GICs are comprised of a high quality fixed income portfolio and wrap contracts issued by high quality financial institutions. The fair value of a synthetic GIC is the total fair value of the fixed income portfolio (based on the fair value of the underlying fixed income securities) and the value of the wrap contracts. The fair value of the wrap contracts is determined using the replacement method, i.e. the difference between the current wrap fees and the contracted wrap fees via a re-bid process discounted to present value using current discount rate. Synthetic GICs are classified within level 2 of the valuation hierarchy, as the inputs for determining fair value are observable.
- (d) Common stock, American depository receipts and preferred stock are valued using a quoted price in an active market and classified within level 1 of the valuation hierarchy.
- (e) U.S. Government treasuries are valued using a broker quote in an active market.
- (f) Corporate bonds 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 are primarily comprised of U.S. dollar denominated investment grade securities.
- (g) Municipal bonds, asset-backed securities, and other fixed income securities are valued utilizing a market approach that includes various valuation techniques and sources such as broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data.

The Master Trust invests in a stable value separate account managed by Galliard Capital Management that invests in a fully benefit-responsive separate account and synthetic GICs. For fully benefit-responsive investment contracts, contract value is a relevant measurement as it is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. There are no reserves against the stable value separate account for credit risk of the contract issuer or otherwise.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k)
MASTER TRUST (Continued)

Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the separate account, plus earnings, less participant withdrawals. As required by GAAP, the Master Trust's condensed statements of net assets available for benefits present the fair value of the investment in contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Master Trust's condensed statement of changes in net assets available for benefits is prepared on a contract value basis.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Specific coverage provided by each contract may be different from each issuer and can be found in the contract of the GICs. Examples of such events generally include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under the Employee Retirement Income Security Act of 1974. Additionally, if participant initiated withdrawals in the separate account GIC exceed 5% of the contract value on a rolling 12 month basis, then withdrawals and payments to participants may be made at less than contract value.

The interest crediting rates for the separate account GIC are agreed to in advance with the issuer typically every two to three months and cannot be less than zero. The interest crediting rates for synthetic GICs are calculated on a quarterly basis using the contract value, market value, yield and duration of the underlying securities, but cannot be less than zero.

The average yields of the Rock-Tenn Company 401(k)/Galliard Stable Value Separate Account were as follows for the year ended December 31, 2012:

Based on actual earnings	0.85%
Based on interest rate credited to participants	0.62%

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

5. INVESTMENTS IN ROCK-TENN COMPANY 401(k) AND RTS PACKAGING, LLC 401(k) MASTER TRUST (Continued)

The following table presents the investments that represent 5% or more of the Master Trust's net assets at December 31, 2012:

Common/collective trusts:	
Synthetic GIC -	
Wells Fargo Fixed Income Fund F	\$ 65,117,002
Target Date Funds -	
SSgA Target Retirement 2025 Fund	73,849,535
Large Cap Blend Fund -	
SSgA S&P 500 Index Fund	158,821,519
Investment contract with insurance company -	
Separate account GIC -	
Metropolitan Life Insurance Investment Contract	62,502,541

6. INFORMATION CERTIFIED BY TRUSTEES (UNAUDITED)

For the years ended December 31, 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 Trustees, Wells Fargo Bank, N.A. and Vanguard Fiduciary Trust Company. The following information included in the Plan's December 31, 2012 and 2011 financial statements was prepared by the Trustees and furnished to the Plan administrator.

	2012	2011
Statements of net assets available for benefits:		
Investments:		
Mutual funds	\$ -	\$ 279,401,355
Common/collective trust (at contract value)	-	64,611,071
Investment in Master Trust (at contract value)	1,161,448,460	-
Notes receivable from participants	-	12,550,969
Statement of changes in net assets available for benefits:		
Interest	1,188,776	
Dividends	2,242,611	
Net appreciation in fair value of investments	32,790,114	
Plan interest in Master Trust investment income	8,583,999	
Interest from notes receivable from participants	765,849	

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

7. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated July 29, 2002, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Since receiving the determination letter, the Plan has undergone various amendments. The plan administrator and Plan's tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. 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 December 31, 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 December 31, 2009.

8. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are managed by the Trustees. Transactions involving these investments qualify as party-in-interest transactions. In addition, the Trustees receive investment management fees related to these funds prior to any funds being allocated to investment earnings or losses. Party-in-interest transactions also include loans made to participants. Such transactions, while considered party-in-interest transactions under ERISA regulations, are permitted under the provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2012 AND 2011
AND FOR THE YEAR ENDED DECEMBER 31, 2012

9. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 to Form 5500:

	<u>2012</u>	<u>2011</u>
Net assets available for benefits per the financial statements	\$ 1,189,556,896	\$ 357,544,813
Add: Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	-	3,137,176
Less: Deemed distribution of loans	<u>-</u>	<u>(11,107)</u>
Net assets available for benefits per Form 5500	<u>\$ 1,189,556,896</u>	<u>\$ 360,670,882</u>

The following is a reconciliation of the net increase in net assets available for benefits per the financial statements for the year ended December 31, 2012 to net income per Schedule H of the Form 5500:

Net increase in net assets available for benefits per the financial statements	\$ 43,095,667
Less: 2011 Adjustment from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	(3,137,176)
Add: 2011 Deemed distribution of loans	<u>11,107</u>
Net income per Schedule H of Form 5500	<u>\$ 39,969,598</u>

SUPPLEMENTAL SCHEDULES

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2012

Employer ID #62-0342590
Plan Number 018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
*	Participant loans	Interest rates 3.25% to 10.50%	\$-0-	<u>\$ 25,966,706</u> <u>\$ 25,966,706</u>

* A party-in-interest as defined by ERISA.

See independent auditor's report.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
FORM 5500, SCHEDULE H, PART IV, LINE 4(a)
DECEMBER 31, 2012

Employer ID #62-0342590
Plan Number 018

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under Voluntary Fiduciary Correction Program and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ☒	Contributions not Corrected	Contributions corrected Outside Voluntary Fiduciary Correction Program	Contributions Pending Correction in Voluntary Fiduciary Correction Program	
Various 2012 Payroll Periods	\$-0-	\$9,117,991	\$-0-	\$-0-

See independent auditor's report.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2012

Employer ID #62-0342590
Plan Number 018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
*	Participant loans	Interest rates 3.25% to 10.50%	\$-0-	<u>\$ 25,966,706</u> <u>\$ 25,966,706</u>

* A party-in-interest as defined by ERISA.

See independent auditor's report.