

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> This Form is Open to Public Inspection
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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>RHINELANDER PAPER COMPANY, INC. PENSION PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>007</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1979</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>007</u>	1c Effective date of plan <u>01/01/1979</u>	
1b Three-digit plan number (PN) ▶	<u>007</u>				
1c Effective date of plan <u>01/01/1979</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>WAUSAU PAPER MILLS, LLC</u> <u>100 PAPER PLACE</u> <u>MOSINEE, WI 54455-6000</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>41-2218500</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>715-693-4470</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>322100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>41-2218500</u>	2c Sponsor's telephone number <u>715-693-4470</u>	2d Business code (see instructions) <u>322100</u>	
2b Employer Identification Number (EIN) <u>41-2218500</u>					
2c Sponsor's telephone number <u>715-693-4470</u>					
2d Business code (see instructions) <u>322100</u>					

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>10/10/2013</u> Date	<u>CURT SCHMIDT</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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 WAUSAU PAPER CORP. EMPLOYEE BENEFITS COMMITTEE 100 PAPER PLACE MOSINEE, WI 54455-6000		3b Administrator's EIN 39-0690900
		3c Administrator's telephone number 715-693-4470
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		5 856
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	404
b Retired or separated participants receiving benefits.....	6b	284
c Other retired or separated participants entitled to future benefits.....	6c	157
d Subtotal. Add lines 6a , 6b , and 6c	6d	845
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	36
f Total. Add lines 6d and 6e	6f	881
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	7
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: 1B 1D 1G 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) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service <hr/> Department of Labor Employee Benefits Security Administration <hr/> Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 <hr/> 2012 <hr/> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan RHINELANDER PAPER COMPANY, INC. PENSION PLAN	B Three-digit plan number (PN) ►	007
C Plan sponsor's name as shown on line 2a of Form 5500 WAUSAU PAPER MILLS, LLC	D Employer Identification Number (EIN) 41-2218500	

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

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	IN-17183C	881	01/01/2012	12/31/2012

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end	4	
5 Current value of plan's interest under this contract in separate accounts at year end	5	42917761

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

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

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

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

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

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

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>RHINELANDER PAPER COMPANY, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>WAUSAU PAPER MILLS, LLC</u>	D Employer Identification Number (EIN) <u>41-2218500</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>40502041</u>
b Actuarial value	2b <u>41964582</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>299</u> <u>17662379</u>
b For terminated vested participants.....	3b <u>138</u> <u>3760653</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>2564123</u>
(2) Vested benefits.....	3c(2) <u>19850825</u>
(3) Total active	3c(3) <u>419</u> <u>22414948</u>
d Total	3d <u>856</u> <u>43837980</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	☐
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>7.04 %</u>
6 Target normal cost.....	6 <u>942350</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>09/23/2013</u>
	Signature of actuary	Date
<u>JASON GAY</u>		<u>11-06540</u>
	Type or print name of actuary	Most recent enrollment number
<u>PRIAC</u>		<u>860-534-3564</u>
	Firm name	Telephone number (including area code)
<u>280 TRUMBULL STREET</u> <u>HARTFORD, CT 06103</u>		
	Address of the firm	

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

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2081951	1593981
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1964687	0
9 Amount remaining (line 7 minus line 8)	117264	1593981
10 Interest on line 9 using prior year's actual return of <u>-0.81%</u>	-950	-12911
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.31%</u> except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	116314	1581070

Part III Funding Percentages		
14 Funding target attainment percentage	14	91.85 %
15 Adjusted funding target attainment percentage	15	91.85 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.59 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	619000				
07/13/2012	619000				
			Totals ►	18(b)	1238000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1204338
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0		0
		0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	942350	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	3570782	775987	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1718337	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	116314	397685	513999
36 Additional cash requirement (line 34 minus line 35)	36	1204338	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1204338	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 RHINELANDER PAPER COMPANY, INC. PENSION PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 WAUSAU PAPER MILLS, LLC	D Employer Identification Number (EIN) 41-2218500

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
PRUDENTIAL RETIREMENT INS & ANNUITY

06-1050034

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

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

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

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06-1050034

(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?
13	NONE	30227	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

WIPFLI LLP

39-0758449

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	8344	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 ☐

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RHINELANDER PAPER COMPANY, INC. PENSION PLAN</u>	B Three-digit plan number (PN)	<u>007</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>WAUSAU PAPER MILLS, LLC</u>	D Employer Identification Number (EIN) <u>41-2218500</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE BOND ENHANCED INDEX/PIM</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-036</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8010479</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CORE PLUS BOND/PIMCO FUND</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-299</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>8073964</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DRYDEN S&P 500 INDEX</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-123</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>4865864</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>INTERNATIONAL BLEND/THORNBURG</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-719</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>2825483</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP GROWTH/NEUBERGERBERMAN</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-350</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5176929</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LARGE CAP VALUE/BARROW HANLEY</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-312</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5341326</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MID CAP GROWTH/ARTISAN PARTNER</u>			
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL RETIREMENT INS.</u>			
c EIN-PN <u>06-1050034-185</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1129137</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE/WELLINGTON**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-187	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1172072
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a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL SHORT-TERM**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-041	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1248221
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/COLUMBUS**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-650	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1085411
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a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE/TBCAM**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-410	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1153011
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a Name of MTIA, CCT, PSA, or 103-12 IE: QMA EMERGING MARKETS**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-030	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1426778
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a Name of MTIA, CCT, PSA, or 103-12 IE: INTL GROWTH/ARTISAN**b** Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.

c EIN-PN 06-1050034-259	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1409086
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>RHINELANDER PAPER COMPANY, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WAUSAU PAPER MILLS, LLC</u>	D Employer Identification Number (EIN) <u>41-2218500</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	270000	
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)		
	(10) Value of interest in pooled separate accounts	1c(10)	39217178	42917761
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1015404	1233657
	(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	40502582	44151418

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	7754	8416
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	7754	8416

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	40494828	44143002
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1238000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1238000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(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)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		4903303
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		218253
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		6359556

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2323348	
(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)		2323348
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	240424	
(4) Other	2i(4)	147610	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		388034
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		2711382

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		3648174
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: WIPFLI LLP

(2) EIN: 39-0758449

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	
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		5000000
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.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RHINELANDER PAPER COMPANY, INC. PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>WAUSAU PAPER MILLS, LLC</u>	D Employer Identification Number (EIN) <u>41-2218500</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>22-1211670</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>2</u>

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

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

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): _____



Independent Auditor's Report

Employee Benefits Committee and Participants
of the Rhinelander Paper Company, Inc. Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Rhinelander Paper Company, Inc. Pension 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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; 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

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. 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

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 8, which was certified by Prudential Retirement Insurance and Annuity Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, and the supplemental Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012, are required by the DOL's 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Wipfli LLP".

Wipfli LLP

October 7, 2013
11 Scott Street, Suite 400
Wausau, Wisconsin 54403

Rhineland Paper Company, Inc. Pension Plan
EIN/PN: 41-2218500 / 007; Plan Year: 01/01/2012
Schedule SB, Line 22 - Description of Weighted Average Retirement Age

All Union Employees					
(1)	(2)	(3)	(4) = (2) x (3)	(5) = (1) x (4)	(6)
Decrement Age	Participants	Retirement Probability	Retirees	Age-Weighted Retirees	Weighted Avg. Retirement Age
55	1000.0	2.0%	20.0	1100.0	
56	980.0	2.0%	19.6	1097.6	
57	960.4	2.0%	19.2	1094.9	
58	941.2	2.0%	18.8	1091.8	
59	922.4	2.0%	18.4	1088.4	
60	903.9	2.0%	18.1	1084.7	
61	885.8	2.0%	17.7	1080.7	
62	868.1	50.0%	434.1	26911.9	
63	434.1	20.0%	86.8	5469.2	
64	347.3	20.0%	69.5	4444.8	
65	277.8	50.0%	138.9	9028.5	
66	138.9	50.0%	69.5	4583.7	
67	69.5	100.0%	69.5	4653.2	
68	0.0	100.0%	0.0	0.0	
69	0.0	100.0%	0.0	0.0	
70	0.0	100.0%	0.0	0.0	
Sum of Age-Weighted Retirees				62729.3	=
Participants at First Decrement				1000.0	
					62.7

Actuarial Cost Method

I. ACTUARIAL COST METHOD

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

In addition, beginning with the 2012 plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

The adjusted 24-month average segment rates are generated by taking the unadjusted 24-month average segment rates for the sponsor-chosen lookback month and adjusting them so that each individual segment rate is not outside of the stipulated corridor around the corresponding 25-year average segment rate for the given plan year. For the 2012 plan year, the stipulated corridor is 90% - 110% of these 25-year average segment rates.

II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

Definitions

i(t)	assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3 rd segment rate for Plan Year t.
C(t)	sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t
W(t)	sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t
AV(t)	Actuarial Value of Assets as of Plan Year t
MV(t)	Market Value of Assets as of Plan Year t
EV(t)	Expected Value of Assets as of Plan Year t
G/L(t)	Gain or Loss for Plan Year t

Actuarial Cost Method

Method

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) - MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

Corridor Limits

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)].

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3rd segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

Actuarial Assumptions

Demographic Assumptions

Retirement Age	See Table II.
Mortality for Disabled and Nondisabled Lives	
PPA Funding	The IRS 2012 Static Mortality Table
ASC 960	The IRS 2012 Static Mortality Table
Withdrawal Rates	See Table III.
Disability Rates	See Table IV.
Spouse's Benefit	85% percent of males and 85% of females are assumed to be married. Females are assumed to be three years younger than their spouses.

Economic Assumptions

Investment Return Rate	7.75% per year.
ASC 960 Interest Rate	7.75% per year, net of investment expenses and administrative fees paid out of the trust.
PPA Funding Interest Rates	<p><i>For minimum required contribution level, applicability of benefit restrictions, and at risk determination only:</i></p> <p>Segment Rates with a 4 month lookback, as adjusted by the 90% - 110% corridor around the 25-year average segment rates (5.54%, 6.85%, and 7.52% for the 2012 plan year).</p> <p><i>For all other purposes:</i></p> <p>Segment Rates with a 4 month lookback, unadjusted (2.06%, 5.25%, and 6.32% for the 2012 plan year).</p>
Loading for Expenses (PPA Funding)	\$75,000
Future Compensation Increases	Not applicable.
Social Security Benefits	Not applicable.

Actuarial Assumptions

Table II – Probability of Retirement
All Union Employees

Age	Probability
55	.02
56	.02
57	.02
58	.02
59	.02
60	.02
61	.02
62	.50
63	.20
64	.20
65	.50
66	.50
67+	1.00

Actuarial Assumptions

**Table III – Probability of Withdrawal
 All Employees**

Age	Males	Females	Age	Males	Females
15	.24415	.31172	40	.01777	.03515
16	.22415	.29172	41	.01566	.03299
17	.20415	.27172	42	.01452	.03078
18	.18415	.25172	43	.01335	.02852
19	.16415	.23172	44	.01217	.02625
20	.14414	.21171	45	.01095	.02392
21	.12413	.19169	46	.00970	.02155
22	.10412	.17168	47	.00840	.01910
23	.09316	.15174	48	.00706	.01659
24	.08220	.13180	49	.00568	.01402
25	.07122	.11183	50	.00426	.01139
26	.06023	.09184	51	.00277	.00865
27	.04924	.07186	52	.00124	.00586
28	.04625	.06887	53	.00000	.00297
29	.04325	.06587	54	.00000	.00003
30	.04025	.06287	55	.00000	.00000
31	.03724	.05986	56	.00000	.00000
32	.03422	.05683	57	.00000	.00000
33	.03219	.05378	58	.00000	.00000
34	.03016	.05074	59	.00000	.00000
35	.02812	.04768	60	.00000	.00000
36	.02606	.04459	61	.00000	.00000
37	.02400	.04150	62	.00000	.00000
38	.02193	.03939	63	.00000	.00000
39	.01986	.03729	64	.00000	.00000

Actuarial Assumptions

Table IV – Probability of Disability
All Union Employees

Age	Males	Females	Age	Males	Females
15	.00285	.00428	40	.00323	.00485
16	.00285	.00428	41	.00334	.00501
17	.00285	.00428	42	.00348	.00522
18	.00285	.00428	43	.00365	.00548
19	.00285	.00428	44	.00383	.00575
20	.00286	.00429	45	.00405	.00608
21	.00287	.00431	46	.00430	.00645
22	.00288	.00432	47	.00460	.00690
23	.00284	.00426	48	.00494	.00741
24	.00280	.00420	49	.00532	.00798
25	.00278	.00417	50	.00574	.00861
26	.00277	.00416	51	.00623	.00935
27	.00276	.00414	52	.00676	.01014
28	.00275	.00413	53	.00735	.01103
29	.00275	.00413	54	.00798	.01197
30	.00275	.00413	55	.00868	.01302
31	.00276	.00414	56	.00946	.01419
32	.00278	.00417	57	.01035	.01553
33	.00281	.00422	58	.01135	.01703
34	.02284	.00426	59	.01245	.01868
35	.00288	.00432	60	.01363	.02045
36	.00294	.00441	61	.01491	.02237
37	.00300	.00450	62	.01628	.02442
38	.00307	.00461	63	.01778	.02667
39	.00314	.00471	64	.01938	.02907

Plan Provisions

Rhineland Hourly

Effective Date	January 1, 1979. Amended and restated September 1, 1984. Last amended effective January 1, 2001.
Employees Covered by Plan	All employees of the Rhineland Paper Company, provided the employee is covered by a Joint Labor Agreement between the Union and Company. Participation commences on September 1 or February 1 following 12 months of employment with at least 1,000 hours.
Normal Retirement Eligibility	Age 65, or age 62 with 10 years of service.
Benefit	<p>A monthly benefit of \$31.00 (\$30.00 for Local 1778) for each year of benefit service. There is a maximum of 36 years of benefit service.</p> <p>\$32.00 (\$31.00 for Local 1778) and 37 year maximum on benefit service, effective January 1, 2005.</p> <p>\$33.00 (\$32.00 for Local 1778) for all service, effective January 1, 2006.</p> <p>\$34.00 (\$33.00 for Local 1778) for all service, effective January 1, 2007.</p> <p>\$35.00 (\$34.00 for Local 1778) for all service, effective January 1, 2008.</p> <p>\$36.00 (\$35.00 for Local 1778) for all service, effective January 1, 2009.</p> <p>\$37.00 (\$36.00 for Local 1778) for all service, effective January 1, 2010.</p> <p>\$38.00 (\$37.00 for Local 1778) for all service, effective January 1, 2011.</p> <p>\$39.00 (\$38.00 for Local 1778) for all service, effective January 1, 2012.</p> <p>\$40.00 (\$39.00 for Local 1778) for all service, effective January 1, 2013.</p> <p>\$41.00 (\$40.00 for Local 1778) for all service, effective January 1, 2014.</p> <p>\$42.00 (\$41.00 for Local 1778) for all service, effective January 1, 2015.</p> <p>\$43.00 (\$42.00 for Local 1778) for all service, effective January 1, 2016.</p> <p>A participant who retires during a bargaining cycle will continue to receive the corresponding annual multiplier increases until the end of that bargaining cycle.</p>

Plan Provisions

Minimum Benefit	None.
Early Retirement Eligibility	Age 55 and 10 years of benefit service.
Benefit	A monthly benefit equal to the normal retirement benefit earned to the date of early retirement reduced by 5/10 of 1% for each month by which early retirement precedes normal retirement.
Disability Retirement Eligibility	Permanent and total disability under the provision of the Social Security Act, and 10 years of benefit service.
Benefit	A monthly benefit equal to the accrued normal retirement benefit earned to date of disability.
Vesting Benefit Eligibility	Five years of vesting service.
Benefit	A monthly benefit equal to the accrued normal retirement benefit earned to date of termination computed as a normal retirement benefit payable at 65. A participant may choose to begin receiving his benefit after attaining his earliest retirement age (the benefit is subject to the reduction for early retirement benefits).
Preretirement Death Benefit Eligibility	A married participant (active or terminated) is eligible for a surviving spouse benefit after meeting the service requirements for vesting.
Benefit	<p>If a married participant dies after reaching age 55, his spouse receives 50% of the benefit he would have received had he retired on the day immediately preceding his day of death. This benefit is paid by the employer.</p> <p>If a married participant dies on or before age 55, and if he has elected coverage, his spouse receives 50% of the benefit he would have received had he separated from service on his date of death and survived to and retired at age 55; reduced for the coverage. The employee pays for this coverage through a charge applied to his vested benefit as follows:</p>

Ages of Death Coverage	Reduction Charge per Month of Coverage Applies to Vested Benefit Otherwise Payable
55 to 64	No charge
45 to 54	.02%
Less than 45	.01%

Coverage for this benefit may be waived only with written consent of the spouse.

Plan Provisions

Postretirement Lump Sum Death Benefit Eligibility	Not applicable.
Benefit	None.
Dependent Child Death Benefit Eligibility	Not applicable.
Benefit	None.
Normal Form of Annuity Without Spouse	Life annuity with 60 months certain (life annuity for disability retirements).
With Spouse	Joint and survivor annuity reduced to 89% of the benefit otherwise payable if participant and spouse have same calendar year of birth, payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continues to surviving spouse.
Optional Form of Annuity	100%, 75%, or 50% joint and survivor annuity, or social security adjustment option.
Compensation Definition	Not applicable.
Service Definitions Vesting Service	For each 1,000 hours or more of work in a plan year, one year of vesting service is acquired.
Benefit Service	Prior to September 1, 1978, benefit service for determination of benefit amounts will equal one year for each 1,200 hours worked during a plan year. After September 1, 1978, benefit service is $\frac{1}{4}$ of a year for each 440 hours worked during a plan year with a maximum credited of one year accrued during any plan year.
Actuarial Equivalent Definition	A benefit of equivalent value when computed on the basis of the UP-1984 Mortality Table and an assumed 6% rate of interest.
Cost-of-Living Increase	Not applicable.
Social Security Definition	Not applicable.
Transfers Transfers In	Benefit otherwise calculated is reduced by the amount of benefit payable under any other plan. The amount of reduction is determined as if the other benefit is payable in the form of a single life annuity at the date of termination (actuarially adjusted if the payment form is other than a single life annuity).
Transfers Out	If transferred to employment status no longer covered by Labor Agreement, vesting service will continue to accrue so long as employment is maintained within the Company or subsidiary. The benefit payable is determined using the benefit service up to date of transfer and using the benefit amount in effect upon termination.

Section I

Summary of Valuation Results (continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

This valuation reflects the previously negotiated multiplier increase from \$38 (\$37 for Local 1778) to \$39 (\$38 for Local 1778), effective January 1, 2012.

New Legislation

Effective with this valuation, we are reflecting the provisions of the Moving Ahead for Progress in the 21st Century Act (MAP-21), which was signed into law on July 6, 2012.

Changes in Actuarial Assumptions

The ASC 960 mortality assumption was changed from the RP-2000 Mortality Table projected to 2010, to the IRS 2012 Static Mortality Table.

The expense load assumption for PPA funding was changed from \$50,000 to \$75,000.

There were no other changes in the non-prescribed Actuarial Assumptions recognized with this actuarial valuation.

Changes in Actuarial Cost Method

Effective with this valuation, we have incorporated the adjusted 24-month average segment rate methodology established by MAP-21. These rates for the current plan year have been detailed within IRS Notice 2012-55. Further details on this change in the actuarial cost method, and the rates incorporated in this report, can be found within the Actuarial Cost Method and Actuarial Assumptions sections.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

Distribution of Active Participants by Age and Service

Number of Active Employees as of January 1, 2012 – Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40 +</u>	
Under 25	4	8									12
25-29	4	11	1								16
30-34	5	8		5							18
35-39	1	6	2	3	4						16
40-44	3	15	1	5	13	11					48
45-49	1	16		11	21	24	5				78
50-54	2	5		18	18	15	7	32	3		100
55-59	1	2		3	13	8	11	15	31	2	86
60-64					9	8	1	2	13	12	45
65-69											
70 +											
Total	21	71	4	45	78	66	24	49	47	14	419

Section IV

Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2012 plan year are shown below.

I. Prior Year Amortization Amounts

<u>Plan Year</u>	<u>Installment</u>	<u>PV Factor</u>	<u>Present Value</u>
2011	1,490,018	5.219924	7,777,780
2010	0	N/A	0
2009	0	N/A	0
2008	0	N/A	0
2007	0	N/A	0
2006	0	N/A	0
	\$1,490,018		\$ 7,777,780

II. Current Year Amortization

Exemption from Current Year Amortization	No
1. Funding Shortfall to be amortized	\$3,570,782
2. Present Value of Prior Year Amortization Installments	7,777,780
3. Current Year Amortization Base (1 - 2)	(4,206,998)
4. Shortfall Amortization Factor	5.891898
5. Current Year Amortization Installment (3 divided by 4)	(714,031)
6. Sum of Prior Year Amortization Installments	1,490,018
7. Net Shortfall Amortization Charge (5 + 6)	\$775,987

SCHEDULE SB (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan RHINELANDER PAPER COMPANY, INC. PENSION PLAN	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF WAUSAU PAPER MILLS, LLC	D Employer Identification Number (EIN) 41-2218500
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	
F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information			
1	Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2	Assets:		
	a Market value	2a	40,502,041
	b Actuarial value	2b	41,964,582
3	Funding target/participant count breakdown:	(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment.....	3a 299	17,662,379
	b For terminated vested participants.....	3b 138	3,760,653
	c For active participants:		
	(1) Non-vested benefits	3c(1)	2,564,123
	(2) Vested benefits	3c(2)	19,850,825
	(3) Total active.....	3c(3) 419	22,414,948
	d Total.....	3d 856	43,837,980
4	If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
	a Funding target disregarding prescribed at-risk assumptions	4a	
	b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	
5	Effective interest rate	5	7.04
6	Target normal cost.....	6	942,350

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	JASON GAY Signature of actuary	<u>9/23/13</u> Date 11-06540 Most recent enrollment number (860) 534-3564 Telephone number (including area code)
JASON GAY Type or print name of actuary		
PRIAC Firm name		
280 TRUMBULL STREET Address of the firm		
HARTFORD CT 06103 Address of the firm		

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

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	2,081,951	1,593,981
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	1,964,687	0
9 Amount remaining (line 7 minus line 8)	117,264	1,593,981
10 Interest on line 9 using prior year's actual return of <u>(0.81)</u> %	(950)	(12,911)
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		0
b Interest on (a) using prior year's effective interest rate of <u>6.31</u> % except as otherwise provided (see instructions)		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	116,314	1,581,070

Part III Funding Percentages		
14 Funding target attainment percentage	14	91.85 %
15 Adjusted funding target attainment percentage	15	91.85 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	84.59 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
04/13/2012	619,000				
07/13/2012	619,000				
Totals ▶			18(b)	1,238,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	1,204,338
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
0	0	0
(4) 4th 0		

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	942,350	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	3,570,782	775,987	
b Waiver amortization installment.....	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1,718,337	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	116,314	397,685	513,999
36 Additional cash requirement (line 34 minus line 35)	36	1,204,338	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	1,204,338	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years.....	43		

Rhineland Paper Company, Inc. Pension Plan
EIN/PN: 41-2218500 / 007; Plan Year: 01/01/2012
Schedule SB, Line 22 - Description of Weighted Average Retirement Age

All Union Employees					
(1)	(2)	(3)	(4) = (2) x (3)	(5) = (1) x (4)	(6)
Decrement Age	Participants	Retirement Probability	Retirees	Age-Weighted Retirees	Weighted Avg. Retirement Age
55	1000.0	2.0%	20.0	1100.0	
56	980.0	2.0%	19.6	1097.6	
57	960.4	2.0%	19.2	1094.9	
58	941.2	2.0%	18.8	1091.8	
59	922.4	2.0%	18.4	1088.4	
60	903.9	2.0%	18.1	1084.7	
61	885.8	2.0%	17.7	1080.7	
62	868.1	50.0%	434.1	26911.9	
63	434.1	20.0%	86.8	5469.2	
64	347.3	20.0%	69.5	4444.8	
65	277.8	50.0%	138.9	9028.5	
66	138.9	50.0%	69.5	4583.7	
67	69.5	100.0%	69.5	4653.2	
68	0.0	100.0%	0.0	0.0	
69	0.0	100.0%	0.0	0.0	
70	0.0	100.0%	0.0	0.0	
Sum of Age-Weighted Retirees				62729.3	=
Participants at First Decrement				1000.0	
					62.7

Actuarial Cost Method

I. ACTUARIAL COST METHOD

Costs have been computed in accordance with the Unit Credit Actuarial Cost Method and reflect the actuarial assumptions described in "Plan Assumptions" of this report as provided under the applicable regulations of the Pension Protection Act of 2006.

Target Normal Cost

The Target Normal Cost is the present value of benefits expected to accrue during the plan year for all Participants plus an estimate of the expenses to be paid from the plan assets during the plan year.

Target Liability and Funding Shortfall

As of January 1, 2008, a Target Liability is established which represents the present value of accrued benefits. This Target Liability is offset by adjusted assets, and the remainder (i.e. Funding Shortfall), if any, is amortized over seven years.

Subsequent changes in the Funding Shortfall due to asset experience, liability experience, plan amendments, and/or actuarial assumption changes will be amortized over a seven year period from their valuation dates.

Discount Rate

The plan sponsor has elected to use the Segment Rate approach for discount rate purposes, with an applicable month that is 4 months prior to the valuation date.

In addition, beginning with the 2012 plan year, solely for purposes of determining the minimum required contribution level, applicability of benefit restrictions, and for the at-risk determination, the adjusted 24-month average segment rates established by MAP-21 have been incorporated.

The adjusted 24-month average segment rates are generated by taking the unadjusted 24-month average segment rates for the sponsor-chosen lookback month and adjusting them so that each individual segment rate is not outside of the stipulated corridor around the corresponding 25-year average segment rate for the given plan year. For the 2012 plan year, the stipulated corridor is 90% - 110% of these 25-year average segment rates.

II. ASSET VALUATION METHOD

Assets have been valued in accordance with generally accepted procedures as described below.

All funds invested are valued in the following manner:

Definitions

i(t)	assumed growth rate, set equal to the lesser of the expected return on assets or the applicable 3 rd segment rate for Plan Year t.
C(t)	sum of contributions and other additions to the fund from all sources other than investment transactions in Plan Year t
W(t)	sum of all withdrawals and other decreases to the fund from all sources other than investment transactions in Plan Year t
AV(t)	Actuarial Value of Assets as of Plan Year t
MV(t)	Market Value of Assets as of Plan Year t
EV(t)	Expected Value of Assets as of Plan Year t
G/L(t)	Gain or Loss for Plan Year t

Actuarial Cost Method

Method

A description of the method used to determine the current year's Actuarial Value of Assets {AV(t)} is below.

For the preceding 2 years, G/L(t) is determined as follows:

$$EV(t) = MV(t-1) * (1 + i(t-1)) + [C(t-1) - W(t-1)] * (1 + i(t-1) * m)$$

Where m represents a proportionate yield consistent with the portion of the year for which C and W are invested

$$G/L(t-1) = EV(t) - MV(t)$$

For the current year, AV(t) is determined as follows:

$$AV(t) = MV(t) + 2/3 * G/L(t-1) + 1/3 * G/L(t-2)$$

Corridor Limits

The Actuarial Value of Assets may not be less than 90% or more than 110% of the current market value of plan assets as of the applicable valuation date [as required by IRC Section 430(g)(3)(B)(iii)].

Please note, as highlighted above, the assumed asset growth rate for each year is limited to the applicable 3rd segment rate by law. As a result, if the plan's expected rate of return is greater than this applicable rate, this method is expected to produce an actuarial value of assets that can be expected to be slightly less than the market value of assets, on average.

Actuarial Assumptions

Demographic Assumptions

Retirement Age	See Table II.
Mortality for Disabled and Nondisabled Lives	
PPA Funding	The IRS 2012 Static Mortality Table
ASC 960	The IRS 2012 Static Mortality Table
Withdrawal Rates	See Table III.
Disability Rates	See Table IV.
Spouse's Benefit	85% percent of males and 85% of females are assumed to be married. Females are assumed to be three years younger than their spouses.

Economic Assumptions

Investment Return Rate	7.75% per year.
ASC 960 Interest Rate	7.75% per year, net of investment expenses and administrative fees paid out of the trust.
PPA Funding Interest Rates	<p><i>For minimum required contribution level, applicability of benefit restrictions, and at risk determination only:</i></p> <p>Segment Rates with a 4 month lookback, as adjusted by the 90% - 110% corridor around the 25-year average segment rates (5.54%, 6.85%, and 7.52% for the 2012 plan year).</p> <p><i>For all other purposes:</i></p> <p>Segment Rates with a 4 month lookback, unadjusted (2.06%, 5.25%, and 6.32% for the 2012 plan year).</p>
Loading for Expenses (PPA Funding)	\$75,000
Future Compensation Increases	Not applicable.
Social Security Benefits	Not applicable.

Actuarial Assumptions

Table II – Probability of Retirement
All Union Employees

Age	Probability
55	.02
56	.02
57	.02
58	.02
59	.02
60	.02
61	.02
62	.50
63	.20
64	.20
65	.50
66	.50
67+	1.00

Actuarial Assumptions

**Table III – Probability of Withdrawal
 All Employees**

Age	Males	Females	Age	Males	Females
15	.24415	.31172	40	.01777	.03515
16	.22415	.29172	41	.01566	.03299
17	.20415	.27172	42	.01452	.03078
18	.18415	.25172	43	.01335	.02852
19	.16415	.23172	44	.01217	.02625
20	.14414	.21171	45	.01095	.02392
21	.12413	.19169	46	.00970	.02155
22	.10412	.17168	47	.00840	.01910
23	.09316	.15174	48	.00706	.01659
24	.08220	.13180	49	.00568	.01402
25	.07122	.11183	50	.00426	.01139
26	.06023	.09184	51	.00277	.00865
27	.04924	.07186	52	.00124	.00586
28	.04625	.06887	53	.00000	.00297
29	.04325	.06587	54	.00000	.00003
30	.04025	.06287	55	.00000	.00000
31	.03724	.05986	56	.00000	.00000
32	.03422	.05683	57	.00000	.00000
33	.03219	.05378	58	.00000	.00000
34	.03016	.05074	59	.00000	.00000
35	.02812	.04768	60	.00000	.00000
36	.02606	.04459	61	.00000	.00000
37	.02400	.04150	62	.00000	.00000
38	.02193	.03939	63	.00000	.00000
39	.01986	.03729	64	.00000	.00000

Actuarial Assumptions

Table IV – Probability of Disability
All Union Employees

Age	Males	Females	Age	Males	Females
15	.00285	.00428	40	.00323	.00485
16	.00285	.00428	41	.00334	.00501
17	.00285	.00428	42	.00348	.00522
18	.00285	.00428	43	.00365	.00548
19	.00285	.00428	44	.00383	.00575
20	.00286	.00429	45	.00405	.00608
21	.00287	.00431	46	.00430	.00645
22	.00288	.00432	47	.00460	.00690
23	.00284	.00426	48	.00494	.00741
24	.00280	.00420	49	.00532	.00798
25	.00278	.00417	50	.00574	.00861
26	.00277	.00416	51	.00623	.00935
27	.00276	.00414	52	.00676	.01014
28	.00275	.00413	53	.00735	.01103
29	.00275	.00413	54	.00798	.01197
30	.00275	.00413	55	.00868	.01302
31	.00276	.00414	56	.00946	.01419
32	.00278	.00417	57	.01035	.01553
33	.00281	.00422	58	.01135	.01703
34	.02284	.00426	59	.01245	.01868
35	.00288	.00432	60	.01363	.02045
36	.00294	.00441	61	.01491	.02237
37	.00300	.00450	62	.01628	.02442
38	.00307	.00461	63	.01778	.02667
39	.00314	.00471	64	.01938	.02907

Plan Provisions

Rhineland Hourly

Effective Date	January 1, 1979. Amended and restated September 1, 1984. Last amended effective January 1, 2001.
Employees Covered by Plan	All employees of the Rhineland Paper Company, provided the employee is covered by a Joint Labor Agreement between the Union and Company. Participation commences on September 1 or February 1 following 12 months of employment with at least 1,000 hours.
Normal Retirement Eligibility	Age 65, or age 62 with 10 years of service.
Benefit	<p>A monthly benefit of \$31.00 (\$30.00 for Local 1778) for each year of benefit service. There is a maximum of 36 years of benefit service.</p> <p>\$32.00 (\$31.00 for Local 1778) and 37 year maximum on benefit service, effective January 1, 2005.</p> <p>\$33.00 (\$32.00 for Local 1778) for all service, effective January 1, 2006.</p> <p>\$34.00 (\$33.00 for Local 1778) for all service, effective January 1, 2007.</p> <p>\$35.00 (\$34.00 for Local 1778) for all service, effective January 1, 2008.</p> <p>\$36.00 (\$35.00 for Local 1778) for all service, effective January 1, 2009.</p> <p>\$37.00 (\$36.00 for Local 1778) for all service, effective January 1, 2010.</p> <p>\$38.00 (\$37.00 for Local 1778) for all service, effective January 1, 2011.</p> <p>\$39.00 (\$38.00 for Local 1778) for all service, effective January 1, 2012.</p> <p>\$40.00 (\$39.00 for Local 1778) for all service, effective January 1, 2013.</p> <p>\$41.00 (\$40.00 for Local 1778) for all service, effective January 1, 2014.</p> <p>\$42.00 (\$41.00 for Local 1778) for all service, effective January 1, 2015.</p> <p>\$43.00 (\$42.00 for Local 1778) for all service, effective January 1, 2016.</p> <p>A participant who retires during a bargaining cycle will continue to receive the corresponding annual multiplier increases until the end of that bargaining cycle.</p>

Plan Provisions

Minimum Benefit	None.
Early Retirement Eligibility	Age 55 and 10 years of benefit service.
Benefit	A monthly benefit equal to the normal retirement benefit earned to the date of early retirement reduced by 5/10 of 1% for each month by which early retirement precedes normal retirement.
Disability Retirement Eligibility	Permanent and total disability under the provision of the Social Security Act, and 10 years of benefit service.
Benefit	A monthly benefit equal to the accrued normal retirement benefit earned to date of disability.
Vesting Benefit Eligibility	Five years of vesting service.
Benefit	A monthly benefit equal to the accrued normal retirement benefit earned to date of termination computed as a normal retirement benefit payable at 65. A participant may choose to begin receiving his benefit after attaining his earliest retirement age (the benefit is subject to the reduction for early retirement benefits).
Preretirement Death Benefit Eligibility	A married participant (active or terminated) is eligible for a surviving spouse benefit after meeting the service requirements for vesting.
Benefit	<p>If a married participant dies after reaching age 55, his spouse receives 50% of the benefit he would have received had he retired on the day immediately preceding his day of death. This benefit is paid by the employer.</p> <p>If a married participant dies on or before age 55, and if he has elected coverage, his spouse receives 50% of the benefit he would have received had he separated from service on his date of death and survived to and retired at age 55; reduced for the coverage. The employee pays for this coverage through a charge applied to his vested benefit as follows:</p>

Ages of Death Coverage	Reduction Charge per Month of Coverage Applies to Vested Benefit Otherwise Payable
55 to 64	No charge
45 to 54	.02%
Less than 45	.01%

Coverage for this benefit may be waived only with written consent of the spouse.

Plan Provisions

Postretirement Lump Sum Death Benefit Eligibility	Not applicable.
Benefit	None.
Dependent Child Death Benefit Eligibility	Not applicable.
Benefit	None.
Normal Form of Annuity Without Spouse	Life annuity with 60 months certain (life annuity for disability retirements).
With Spouse	Joint and survivor annuity reduced to 89% of the benefit otherwise payable if participant and spouse have same calendar year of birth, payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continues to surviving spouse.
Optional Form of Annuity	100%, 75%, or 50% joint and survivor annuity, or social security adjustment option.
Compensation Definition	Not applicable.
Service Definitions Vesting Service	For each 1,000 hours or more of work in a plan year, one year of vesting service is acquired.
Benefit Service	Prior to September 1, 1978, benefit service for determination of benefit amounts will equal one year for each 1,200 hours worked during a plan year. After September 1, 1978, benefit service is $\frac{1}{4}$ of a year for each 440 hours worked during a plan year with a maximum credited of one year accrued during any plan year.
Actuarial Equivalent Definition	A benefit of equivalent value when computed on the basis of the UP-1984 Mortality Table and an assumed 6% rate of interest.
Cost-of-Living Increase	Not applicable.
Social Security Definition	Not applicable.
Transfers Transfers In	Benefit otherwise calculated is reduced by the amount of benefit payable under any other plan. The amount of reduction is determined as if the other benefit is payable in the form of a single life annuity at the date of termination (actuarially adjusted if the payment form is other than a single life annuity).
Transfers Out	If transferred to employment status no longer covered by Labor Agreement, vesting service will continue to accrue so long as employment is maintained within the Company or subsidiary. The benefit payable is determined using the benefit service up to date of transfer and using the benefit amount in effect upon termination.

Section I

Summary of Valuation Results (continued)

Changes Since Last Year's Valuation

Changes in Pension Plan Provisions

This valuation reflects the previously negotiated multiplier increase from \$38 (\$37 for Local 1778) to \$39 (\$38 for Local 1778), effective January 1, 2012.

New Legislation

Effective with this valuation, we are reflecting the provisions of the Moving Ahead for Progress in the 21st Century Act (MAP-21), which was signed into law on July 6, 2012.

Changes in Actuarial Assumptions

The ASC 960 mortality assumption was changed from the RP-2000 Mortality Table projected to 2010, to the IRS 2012 Static Mortality Table.

The expense load assumption for PPA funding was changed from \$50,000 to \$75,000.

There were no other changes in the non-prescribed Actuarial Assumptions recognized with this actuarial valuation.

Changes in Actuarial Cost Method

Effective with this valuation, we have incorporated the adjusted 24-month average segment rate methodology established by MAP-21. These rates for the current plan year have been detailed within IRS Notice 2012-55. Further details on this change in the actuarial cost method, and the rates incorporated in this report, can be found within the Actuarial Cost Method and Actuarial Assumptions sections.

Benefit Restrictions and "At Risk" Status

There are no benefit restrictions associated with the current plan year.

The plan is not considered "At Risk" for the current plan year.

Distribution of Active Participants by Age and Service

Number of Active Employees as of January 1, 2012 – Distribution by Age and Service

Attained Age	Years of Credited Service										Total
	<u>Under 1</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40 +</u>	
Under 25	4	8									12
25-29	4	11	1								16
30-34	5	8		5							18
35-39	1	6	2	3	4						16
40-44	3	15	1	5	13	11					48
45-49	1	16		11	21	24	5				78
50-54	2	5		18	18	15	7	32	3		100
55-59	1	2		3	13	8	11	15	31	2	86
60-64					9	8	1	2	13	12	45
65-69											
70 +											
Total	21	71	4	45	78	66	24	49	47	14	419

Section IV

Minimum Contribution Amortization

The prior year amortization values and the development of the amortization for the 2012 plan year are shown below.

I. Prior Year Amortization Amounts

<u>Plan Year</u>	<u>Installment</u>	<u>PV Factor</u>	<u>Present Value</u>
2011	1,490,018	5.219924	7,777,780
2010	0	N/A	0
2009	0	N/A	0
2008	0	N/A	0
2007	0	N/A	0
2006	0	N/A	0
	\$1,490,018		\$ 7,777,780

II. Current Year Amortization

Exemption from Current Year Amortization	No
1. Funding Shortfall to be amortized	\$3,570,782
2. Present Value of Prior Year Amortization Installments	7,777,780
3. Current Year Amortization Base (1 - 2)	(4,206,998)
4. Shortfall Amortization Factor	5.891898
5. Current Year Amortization Installment (3 divided by 4)	(714,031)
6. Sum of Prior Year Amortization Installments	1,490,018
7. Net Shortfall Amortization Charge (5 + 6)	\$775,987

***Rhineland Paper
Company, Inc. Pension Plan***

*Financial Statements as of December 31, 2012
and 2011, and for the Year Ended December 31, 2012,
Supplemental Schedules as of and for the Year Ended
December 31, 2012, and Independent Auditor's Report*

RHINELANDER PAPER COMPANY, INC. PENSION PLAN

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NOTE: All other schedules required by Section 2520.103–10 of 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

Employee Benefits Committee and Participants
of the Rhinelander Paper Company, Inc. Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Rhinelander Paper Company, Inc. Pension 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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States; 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

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. 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

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) 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 8, which was certified by Prudential Retirement Insurance and Annuity Company, the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the Trustee as of December 31, 2012 and 2011, and for the year ended December 31, 2012, that the information provided to the plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental Schedule H, Part IV, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2012, and the supplemental Schedule H, Part IV, Line 4j - Schedule of Reportable Transactions for the year ended December 31, 2012, are required by the DOL's 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 Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in cursive script that reads "Wipfli LLP".

Wipfli LLP

October 7, 2013
11 Scott Street, Suite 400
Wausau, Wisconsin 54403

RHINELANDER PAPER COMPANY, INC. PENSION PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
Assets:		
Investments – at estimated fair value:		
Pooled separate accounts	\$ 44,151,418	\$ 40,232,582
Receivables:		
Contributions receivable from employer	<u>-</u>	<u>270,000</u>
Total assets	44,151,418	40,502,582
Liabilities:		
Accrued administrative expenses	<u>8,416</u>	<u>7,754</u>
Net assets available for benefits	\$ <u>44,143,002</u>	\$ <u>40,494,828</u>

See notes to financial statements.

RHINELANDER PAPER COMPANY, INC. PENSION PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2012

Investment income:	
Net appreciation in fair value of investments	\$ 5,121,556
Less investment expenses	<u>(240,424)</u>
Net investment income	<u>4,881,132</u>
Employer contributions	<u>1,238,000</u>
Benefits paid directly to participants	2,323,348
Administrative expenses	<u>147,610</u>
Total deductions	<u>2,470,958</u>
Net increase	<u>3,648,174</u>
Net assets available for benefits:	
Beginning of year	<u>40,494,828</u>
End of year	<u>\$ 44,143,002</u>

See notes to financial statements.

RHINELANDER PAPER COMPANY, INC.

PENSION 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 brief description of the Rhineland Paper Company, Inc. Pension Plan (the “Plan”) provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan’s provisions.

General—The Plan is a defined benefit pension plan covering all regular full-time employees of Wausau Paper Mills, LLC (the “Company”) who are covered by a joint labor agreement between the union at the Rhineland mill and the Company. An employee becomes eligible to participate in the Plan on the first entry date (January 1 or July 1) following the completion of 12 consecutive months of employment and 1,000 hours of work. The Employee Benefits Committee of the Company controls and manages the operation and administration of the Plan. Prudential Retirement Insurance and Annuity Company (“Prudential”) serves as the trustee of the Plan, and manages the Plan’s investments. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (“ERISA”).

Pension Benefits—Participants with five or more years of service are entitled to annual pension benefits beginning at normal retirement age, as defined in the Plan. The Plan permits early retirement at age 55 with 10 years of vesting service and a reduced pension benefit. The form of pension payment is a monthly income for participants for their lifetime with payments terminating at death. There are, however, alternative optional payment methods available. The amount of monthly pension payment is dependent upon years of credited service with the Company.

Death and Disability Benefits—If a married participant (active or terminated) dies prior to retirement and has met the service requirements for vesting, their spouse is eligible for a surviving spouse benefit. Active participants who become totally disabled and have rendered 10 years of benefit service are eligible for a monthly benefit equal to the accrued normal retirement benefit earned to date of disability.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting—The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

Investment Valuation and Income Recognition—The Plan’s investments in pooled separate accounts are recorded at estimated fair value in accordance with Accounting Standards Codification (“ASC”) Topic 820 on the last day of the Plan year. ASC 820 discusses acceptable valuation techniques and inputs to these techniques. These inputs are assumptions market participants use in pricing investments. ASC 820 establishes a fair value hierarchy that prioritizes the inputs, which are summarized as follows:

Level 1 – Quoted prices in active markets (e.g., NYSE, NASDAQ, or other exchange) for assets identical to the securities to be valued. If a level 1 input is available, it must be used.

Level 2 – Inputs other than quoted market prices that are observable for securities, either directly or indirectly. Examples include matrix pricing utilizing yield curves, quoted prices for similar assets in active markets, and inputs derived from 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 – Unobservable inputs, which contain assumptions by the party valuing those assets. For level 3 inputs, there is no market data or correlations with market assumptions.

All of the Plan's investments are in pooled separate accounts. The pooled separate accounts invest in actively managed domestic and international stocks, fixed income securities, and publicly quoted mutual funds, and are valued using level 2 inputs. The fair values of these pooled separate accounts are primarily based on quoted market prices for the underlying securities or similar instruments. The Plan's fair value is based on the Plan's proportionate ownership of the underlying investments. These fair values are classified within level 2 of the valuation hierarchy since the net asset value of the pooled separate account itself is not publicly quoted, but the values are not dependent on the input of any significant judgments or assumptions by management.

Purchases and sales of securities are recorded on a trade-date basis (the date the order to buy or sell is executed). Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits—Benefit payments to participants are recorded upon distribution.

Expenses—Administrative expenses of the Plan are paid by the Plan, as provided in the Plan Document.

Subsequent Events—Subsequent events have been evaluated through October 7, 2013, the date that the financial statements were available to be issued, and noted no events occurring during such period that would require recognition or disclosure in the financial statements.

3. RISKS AND UNCERTAINTIES

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

4. FAIR VALUE MEASUREMENT

The following summarizes the classification of investments by level and method of valuation in accordance with the requirements of ASC 820:

Fair Value Measurement at December 31, 2012				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled Separate Accounts:				
Small cap funds	\$ 2,238,422	\$ -	\$ 2,238,422	\$ -
Mid cap funds	2,301,209	-	2,301,209	-
Large cap funds	10,518,254	-	10,518,254	-
International fund	5,468,226	-	5,468,226	-
S&P 500 indexed fund	4,865,865	-	4,865,865	-
U.S. bond funds	16,084,443	-	16,084,443	-
Short-term bond fund	1,248,221	-	1,248,221	-
Emerging markets fund	1,426,778	-	1,426,778	-
Total	\$ 44,151,418	\$ -	\$ 44,151,418	\$ -

Fair Value Measurement at December 31, 2011				
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Pooled Separate Accounts:				
Small cap funds	\$ 2,196,339	\$ -	\$ 2,196,339	\$ -
Mid cap funds	1,959,407	-	1,959,407	-
Large cap funds	10,131,542	-	10,131,542	-
International fund	4,488,365	-	4,488,365	-
S&P 500 indexed fund	4,702,098	-	4,702,098	-
U.S. bond funds	14,485,518	-	14,485,518	-
Short-term bond fund	1,077,804	-	1,077,804	-
Emerging markets fund	1,191,509	-	1,191,509	-
Total	\$ 40,232,582	\$ -	\$ 40,232,582	\$ -

The net asset value of each of the pooled separate accounts is calculated in a manner consistent with accounting principles generally accepted in the United States of America for investment companies and is determinative of their fair value and represents the price at which the Plan would be able to initiate a transaction. All of the Plan's pooled separate accounts are reflected in level 2 of the valuation hierarchy. The pooled separate accounts invest in actively managed domestic and international stocks, fixed income securities, and publicly quoted mutual funds. The fair values of the underlying investments,

which are based on quoted prices of similar assets, are used to determine the net asset value of the separate account, which is not publicly quoted.

5. FUNDING POLICY

Contributions to provide benefits under the Plan are made solely by the Company. The Company's funding policy is to make cash contributions to the Plan in amounts as determined by the Plan's independent actuary. The Company met the minimum funding requirements of ERISA for the year ended December 31, 2012.

6. ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, that are attributable under the Plan's provisions to service rendered by employees as of the valuation date. Accumulated plan benefits include benefits expected to be paid to: (1) retired or terminated employees or their beneficiaries, (2) beneficiaries of employees who have died, and (3) present employees or their beneficiaries. The actuarial present value of accumulated plan benefits is determined by an independent actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial present value of accumulated plan benefits as of December 31, 2012, is as follows:

Vested benefits:

Participants and/or beneficiaries currently receiving benefits	\$ 20,925,712
Other participants	<u>21,238,881</u>
Total vested benefits	42,164,593
Nonvested benefits	<u>2,473,535</u>
Total actuarial present value of accumulated plan benefits	<u>\$ 44,638,128</u>

The changes in the actuarial present value of the Plan's accumulated plan benefits for the year ended December 31, 2012, are as follows:

Actuarial present value of accumulated benefits – beginning of year	\$ 40,541,471
Increase (decrease) during the year attributable to:	
Benefits accumulated and actuarial loss	1,618,028
Interest accredited	3,053,614
Plan amendments	521,809
Changes in actuarial assumptions	1,226,554
Benefits paid	<u>(2,323,348)</u>
Net increase	<u>4,096,657</u>
Actuarial present value of accumulated benefits – end of year	<u>\$ 44,638,128</u>

The significant actuarial assumptions used in the December 31, 2012, valuations were:

- Mortality: The IRS Static Mortality Table Applicable for Minimum Funding Purposes
- Retirement age: Average retirement age of 63
- Investment return: 7.50% per annum, net of investment expenses, and net of a 0.50% reduction to reflect administrative fees paid out of the Plan

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

7. INVESTMENTS

The following table presents the fair value of investments as of December 31, 2012 and 2011:

	<u>2012</u>	<u>2011</u>
Investments – at estimated fair value – Pooled separate accounts	\$ 44,151,418	\$ 40,232,582

During 2012, the Plan's investments in pooled separate accounts (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$5,121,556.

The Plan's investments that represented 5% or more of net assets available for benefits are as follows:

	<u>December 31,</u> <u>2012</u>	<u>2011</u>
Dryden S&P Index Fund*	\$ 4,865,864	\$ 4,702,098
Large Cap Growth / NeubergerBerman*	5,176,929	4,933,847
Large Cap Value/Barrow Hanley*	5,341,326	5,197,695
Core Plus Bond/PIMCO Fund*	8,073,964	7,467,385
International Blend/Thornburg*	2,825,483	2,374,512
Core Bond Enhanced Index/PIM Fund*	8,010,479	7,018,133

*Represents party-in-interest

8. INFORMATION CERTIFIED BY PLAN TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of December 31, 2012 and 2011 and for the year ended December 31, 2012, included in the Plan's financial statements and supplemental schedules, that was prepared by or derived from information prepared by Prudential, the trustee of the Plan. The plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	<u>2012</u>	<u>2011</u>
Statements of Net Assets Available for Benefits:		
Investments:		
Pooled Separate Accounts	<u>\$ 44,151,418</u>	<u>\$ 40,232,582</u>
Statement of Changes in Net Assets Available for Benefits:		
Investment income		
Net appreciation in pooled separate accounts	<u>\$ 5,121,556</u>	

Supplemental Schedules: All investment balances and information included in the schedules.

Note 7: All investment balances and investment information in the notes.

9. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated August 30, 2012, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code ("IRC"). The Plan has been amended since the receipt of the determination letter; however, the Company and the plan administrator believe that the Plan is currently designed and operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

Accounting principles generally accepted in the United States of America require 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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in process. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

10. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan document.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (“PBGC”) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor’s pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan’s termination, subject to a statutory ceiling on the amount of an individual’s monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan’s net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

11. RELATED PARTY TRANSACTIONS

Certain plan investments are units of pooled separate accounts managed by Prudential, the trustee of the Plan, and therefore these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services were \$240,424 for the year ended December 31, 2012. These are not considered prohibited transactions by statutory exemption under ERISA regulations.

12. SUBSEQUENT EVENT

On June 26, 2013, the Company completed the sale of its specialty paper business to Expera Specialty Solutions, LLC (“Expera”). The transaction resulted in net cash proceeds, subject to certain post-closing adjustments, of approximately \$105 million after settlement of transaction-related liabilities, transaction costs, and taxes.

Pursuant to the Effects Agreement between Wausau Paper Mills, LLC and United Steelworkers Union and its Local 2-15 and Local 2-1778, effective with the sale of the Paper Segment to Expera, Wausau Paper Corp. amended the Plan effective on June 26, 2013, to grant to Local 2-15 employees and Local 2-1778 employees benefit increases and vesting service credit through December 31, 2016 for service with Expera, so long as Expera continues to have collective bargaining agreements with Local 2-15 and Local 2-1778. The Plan was also amended effective on June 26, 2013, to provide that Local 2-15 and Local 2-1778 employees on the Effective Date will be considered to have separated from service with the Employer on the earlier of 1) their separation from service with Expera; 2) the expiration of any collective bargaining agreements between Expera and Local 2-15 and Local 2-1778; and 3) December 31, 2016.

Wausau Paper Corp. amended the Pension Plan effective on June 26, 2013, to fully vest all bargaining unit employees continuously employed on December 31, 2016 who were represented by the Union at Rhinelander on the day immediately prior to June 26, 2013.

* * * * *

SUPPLEMENTAL SCHEDULES
FURNISHED PURSUANT TO
DEPARTMENT OF LABOR'S RULES AND REGULATIONS

**RHINELANDER PAPER COMPANY, INC.
PENSION PLAN**

EIN: 41-2218500 PN: 007

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P Index Fund	\$ 3,871,698	\$ 4,865,864
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond / PIMCO Fund	7,079,136	8,073,964
*	Prudential Retirement Insurance and Annuity Company	Large Cap Growth / NeubergerBerman	3,942,488	5,176,929
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value / Barrow Hanley	4,707,014	5,341,326
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth / Artisan Partner	642,762	1,129,137
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value (sub-advised by Wellington Mgmt)	769,884	1,172,072
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth / Columbus	1,082,294	1,085,411
*	Prudential Retirement Insurance and Annuity Company	International Blend / Thornburg	2,389,493	2,825,483
*	Prudential Retirement Insurance and Annuity Company	International Growth / Artisan	1,079,086	1,409,086
*	Prudential Retirement Insurance and Annuity Company	Small Cap Value / The Boston Company Asset Mgmt	1,022,909	1,153,011
*	Prudential Retirement Insurance and Annuity Company	QMA Emerging Markets Fund	1,235,620	1,426,778
*	Prudential Retirement Insurance and Annuity Company	Core Bond Enhanced Index / PIM Fund	7,214,190	8,010,479
*	Prudential Retirement Insurance and Annuity Company	Prudential Short-Term Bond Fund	1,248,223	1,248,221
*	Prudential Retirement Insurance and Annuity Company	Third Avenue International Value Institutional Class Fund	1,058,778	1,233,657
Total assets (held at end of year)			\$ 37,343,575	\$ 44,151,418

*Party-in-interest

RHINELANDER PAPER COMPANY, INC.

PENSION PLAN

EIN: 41-2218500 PN: 007

**FORM 5500, SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Prudential Retirement Insurance and Annuity Company	Prudential Short Term Bond Fund	\$ 2,643,585		\$ 2,643,585	\$ 2,643,585	
Prudential Retirement Insurance and Annuity Company	Prudential Short Term Bond Fund		\$ 2,473,801	2,473,795	2,473,801	\$ 6

**RHINELANDER PAPER COMPANY, INC.
PENSION PLAN**

EIN: 41-2218500 PN: 007

**FORM 5500, SCHEDULE H, PART IV, LINE 4i — SCHEDULE OF ASSETS (HELD AT END OF YEAR)
AS OF DECEMBER 31, 2012**

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Prudential Retirement Insurance and Annuity Company	Dryden S&P Index Fund	\$ 3,871,698	\$ 4,865,864
*	Prudential Retirement Insurance and Annuity Company	Core Plus Bond / PIMCO Fund	7,079,136	8,073,964
*	Prudential Retirement Insurance and Annuity Company	Large Cap Growth / NeubergerBerman	3,942,488	5,176,929
*	Prudential Retirement Insurance and Annuity Company	Large Cap Value / Barrow Hanley	4,707,014	5,341,326
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Growth / Artisan Partner	642,762	1,129,137
*	Prudential Retirement Insurance and Annuity Company	Mid Cap Value (sub-advised by Wellington Mgmt)	769,884	1,172,072
*	Prudential Retirement Insurance and Annuity Company	Small Cap Growth / Columbus	1,082,294	1,085,411
*	Prudential Retirement Insurance and Annuity Company	International Blend / Thornburg	2,389,493	2,825,483
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*	Prudential Retirement Insurance and Annuity Company	QMA Emerging Markets Fund	1,235,620	1,426,778
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*	Prudential Retirement Insurance and Annuity Company	Prudential Short-Term Bond Fund	1,248,223	1,248,221
*	Prudential Retirement Insurance and Annuity Company	Third Avenue International Value Institutional Class Fund	1,058,778	1,233,657
Total assets (held at end of year)			\$ 37,343,575	\$ 44,151,418

*Party-in-interest

RHINELANDER PAPER COMPANY, INC.

PENSION PLAN

EIN: 41-2218500 PN: 007

**FORM 5500, SCHEDULE H, PART IV, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2012**

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain (Loss)
Prudential Retirement Insurance and Annuity Company	Prudential Short Term Bond Fund	\$ 2,643,585		\$ 2,643,585	\$ 2,643,585	
Prudential Retirement Insurance and Annuity Company	Prudential Short Term Bond Fund		\$ 2,473,801	2,473,795	2,473,801	\$ 6