

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>GRAPHIC PACKAGING RETIREMENT 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>095</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>12/28/1992</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>095</u>	1c Effective date of plan <u>12/28/1992</u>	
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1c Effective date of plan <u>12/28/1992</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u> <u>1500 RIVEREDGE PKWY SUITE 100</u> <u>9TH FLOOR</u> <u>ATLANTA, GA 30328</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>84-0772929</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>770-240-7200</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>322100</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>84-0772929</u>	2c Sponsor's telephone number <u>770-240-7200</u>	2d Business code (see instructions) <u>322100</u>	
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2c Sponsor's telephone number <u>770-240-7200</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	10/14/2013 Date	KIMBERLEY WHITNEY Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature. Signature of employer/plan sponsor	10/14/2013 Date	CLINT DEMETRIOU 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 RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL		3b Administrator's EIN 58-2073470																												
		3c Administrator's telephone number 770-240-7200																												
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		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">6656</td> </tr> </table>	5	6656																										
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">2978</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">1512</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">2021</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">6511</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">155</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">6666</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td style="text-align: right;">145</td> </tr> </table>			6a	2978	6b	1512	6c	2021	6d	6511	6e	155	6f	6666	6g		6h	145										
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																											
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G																														
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9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)																												
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																														
a Pension Schedules		b General Schedules																												
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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>GRAPHIC PACKAGING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>095</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</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>256800144</u>
b Actuarial value	2b <u>256800144</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>1508</u> <u>109871373</u>
b For terminated vested participants.....	3b <u>2100</u> <u>47402351</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>8369557</u>
(2) Vested benefits.....	3c(2) <u>110501155</u>
(3) Total active	3c(3) <u>3048</u> <u>118870712</u>
d Total	3d <u>6656</u> <u>276144436</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>7.06 %</u>
6 Target normal cost.....	6 <u>7355043</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>09/24/2013</u>
Signature of actuary		Date
<u>TERESA T. TSUI</u>		<u>11-03585</u>
Type or print name of actuary		Most recent enrollment number
<u>BUCK CONSULTANTS, LLC</u>		<u>770-955-2488</u>
Firm name		Telephone number (including area code)
<u>200 GALLERIA PARKWAY, SUITE 1900</u> <u>ATLANTA, GA 30339-5945</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)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>3.42</u> %	0	0
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		
	b Interest on (a) using prior year's effective interest rate of <u>6.32</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		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	92.99 %
15	Adjusted funding target attainment percentage	15	92.99 %
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	85.26 %
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
03/30/2012	2300014	0	09/13/2013	2609355	0
04/13/2012	1804447	0			
06/29/2012	2300014	0			
07/13/2012	1804447	0			
09/28/2012	4104461	0			
12/31/2012	4104461	0			
			Totals ►	18(b)	19027199
				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	18057745
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	(4) 4th
0	0	0	0

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

21 Discount rate:				
a Segment rates:	1st segment: 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 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is 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	7355043	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	19344292	10702702	
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	18057745	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	18057745	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	18057745	
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		
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	3626492	
43 Excess installment acceleration amount to be carried over to future plan years	43	235080	

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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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
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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
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A Name of plan <u>GRAPHIC PACKAGING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>095</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</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)	2695968	2609355
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts.....	1c(9)		
	(10) Value of interest in pooled separate accounts.....	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)	254218033	296515934
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	256914001	299125289

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	185925	282431
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	185925	282431

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	256728076	298842858
---	-----------	-----------	-----------

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)	19027199	
(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)		19027199
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)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		34583461
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		53610660

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11495878	
(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)		11495878
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)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		11495878

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		42114782
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: BABUSH NEIMAN KORNMAN & JOHNSON LLP

(2) EIN: 58-0942047

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		25000000
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.).....			
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.			

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>GRAPHIC PACKAGING RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>095</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</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>25-1904625</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>29</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
--	-----------------------------------	-----------------------------------	--	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2012
v. 120126

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: 59.0% Investment-Grade Debt: 31.0% High-Yield Debt: 10.0% Real Estate: 0.0% Other: 0.0%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☒ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Graphic Packaging Retirement Plan

Financial Statements

As of and For the Years Ended

December 31, 2012 and 2011

Graphic Packaging Retirement Plan

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Independent Auditors' Report

To the Retirement Committee
Graphic Packaging Retirement Plan
Atlanta, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Graphic Packaging Retirement Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2011, and the related statement of changes in accumulated plan benefits for the year then ended, 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 of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

Basis for Disclaimer of Opinion

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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, 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.

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

The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.



October 10, 2013
Atlanta, Georgia

Graphic Packaging Retirement Plan

**Statements of Net Assets Available for Benefits
As of December 31, 2012 and 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
INVESTMENTS, at fair value		
Interest in the Graphic Packaging International, Inc. Master Trust	\$ 296,515,934	\$ 254,218,033
RECEIVABLES		
Employer contribution	<u>2,609,355</u>	<u>2,695,968</u>
TOTAL ASSETS	299,125,289	256,914,001
LIABILITIES		
Accrued administrative expenses	<u>282,431</u>	<u>185,925</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 298,842,858</u>	<u>\$ 256,728,076</u>

See accompanying notes to financial statements.

Graphic Packaging Retirement Plan

Statements of Changes in Net Assets
Available for Benefits
For the Years Ended December 31, 2012 and 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
CONTRIBUTIONS		
Employer	\$ 19,027,199	\$ 17,475,491
INVESTMENT INCOME		
Net gain from the Graphic Packaging International, Inc. Master Trust	<u>37,353,520</u>	<u>8,322,131</u>
TOTAL ADDITIONS	<u>56,380,719</u>	<u>25,797,622</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Benefits paid to participants	11,495,878	10,303,359
Administrative expenses	<u>2,770,059</u>	<u>2,175,257</u>
TOTAL DEDUCTIONS	<u>14,265,937</u>	<u>12,478,616</u>
NET INCREASE	42,114,782	13,319,006
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>256,728,076</u>	<u>243,409,070</u>
End of year	<u>\$ 298,842,858</u>	<u>\$ 256,728,076</u>

See accompanying notes to financial statements.

Graphic Packaging Retirement Plan

***Statement of Accumulated
Plan Benefits
As of December 31, 2011***

***ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS***

Vested benefits:

Participants currently receiving payments	\$ 98,793,291
Terminated vested participants	40,647,371
Other participants	<u>94,710,239</u>
Total Vested Benefits	234,150,901

Nonvested benefits	<u>7,102,961</u>
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***TOTAL ACTUARIAL PRESENT VALUE OF
ACCUMULATED PLAN BENEFITS***

\$ 241,253,862

See accompanying notes to financial statements.

Graphic Packaging Retirement Plan

**Statement of Changes in Accumulated
Plan Benefits**

For the Year Ended December 31, 2011

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT BEGINNING OF YEAR	<u>\$ 226,685,649</u>
Benefits accumulated and gains/losses	6,204,004
Increase for interest accumulated	18,276,552
Benefits paid	(10,303,359)
Assumption changes	<u>391,016</u>
Net Increase	<u>14,568,213</u>
 ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	 <u>\$ 241,253,862</u>

See accompanying notes to financial statements.

Graphic Packaging Retirement Plan

Notes to Financial Statements

A. PLAN DESCRIPTION

The following description of the Graphic Packaging Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for more information.

General. The Plan was established in connection with the spin-off of Graphic Packaging International, Inc. from Adolph Coors Company. The Plan is a defined benefit pension plan covering all eligible employees at Graphic Packaging International, Inc. and its subsidiaries (collectively the "Company"). Certain participants are subject to minimum service requirements, as defined by the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective January 1, 2009, the Plan was restated to incorporate all prior amendments.

Funding Policy. The Company's funding policy is to make contributions to the Plan in amounts sufficient to provide for the participants' benefits and to satisfy the minimum funding standards of ERISA. The Plan has met the minimum funding requirements of ERISA for the years ended December 31, 2012 and 2011. In accordance with the requirements of the Pension Protection Act of 2006 the Plan has elected Funding Relief.

Pension Benefits. Participants are generally entitled to normal retirement benefits beginning at the age of 65 (normal retirement age). The Plan permits early retirement benefits for qualified participants who are at least age 55 and have met the early retirement eligibility requirements. Effective January 1, 2007, normal retirement benefits under the Plan for salaried and non-union hourly participants are based upon the participant's years of credited service and average final salary (generally the highest four consecutive years of pensionable earnings in the last ten years of employment). There is a flat minimum benefit of \$1,200 per year for all salaried and non-union hourly employees of the Company. Effective December 31, 2007, the Plan was closed to employees hired, rehired or transferred into an eligible employment class on or after January 1, 2008. Benefits for collective bargained employees covered by the Plan are based on years of benefit service and fractions thereof multiplied by the benefit amount in effect on the date of retirement. Early retirement benefits are based upon the participant's earned benefit reduced by a certain percentage, as defined by the Plan, for each year prior to normal retirement age or age 62 for salaried and non-union hourly participants with at least 25 years of vesting service. For participants hired prior to January 1, 2007, the accrued benefit as of December 31, 2006 applies as a grandfathered minimum benefit. Effective December 31, 2007, vested North Portland union participants who did not elect to waive future participation will accrue additional benefits and non-vested North Portland union participants accrue vesting service only.

Participants may elect to receive their benefits in various payment forms such as a single life annuity or other optional forms of payment available under the Plan.

Notes to the Financial Statements (Continued)

Death and Disability Benefits. If an active participant dies after becoming eligible for a benefit under the Plan but before commencing payment, their surviving spouse will be entitled to a benefit. Participants covered by the collective bargaining agreement under the age of 65 who become totally disabled, as defined by the Plan, and who met the age and service requirements will be eligible to receive an immediate disability benefit. Eligible salaried and nonunion hourly participants will continue to accrue vesting and benefit service under the Plan if they meet the criteria to receive benefits under the Company's long term disability program. Disabled participants may elect to commence payment of their benefit under the early retirement or vested retirement benefit provisions of the plan if they meet the requirements for these benefits. Vesting and benefit service accruals will cease if a disabled participant elects to commence prior to normal retirement.

Vesting. An employee must complete five years of service to become eligible to receive a benefit under the Plan. If an employee does not complete five years of service, they forfeit the right to receive benefits under the Plan.

B. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting. The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

Investment Valuation and Income Recognition. Investments in the GPI Master Trust are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note D for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. The Plan presents in its statements of changes in net assets available for benefits an allocation of the GPI Master Trust's net income which consists of realized gains or losses, unrealized appreciation or depreciation on investments and interest and dividend income.

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

Valuation of Financial Instruments. The carrying values of the Plan's receivables and payables approximate fair value.

Use of Estimates. The preparation of financial statements in conformity with U.S. GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts of assets, liabilities, and changes therein and disclosures of contingent assets and liabilities. Actual results may differ from these estimates.

Risks and Uncertainties. The Plan invests in a Master Trust which invests in a combination of stocks, bonds, mutual funds, common/collective trusts, foreign currency options and contracts and other investment securities. The underlying investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to the changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in these financial statements.

Notes to the Financial Statements (Continued)

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Payments of Benefits. Benefits are recorded when paid.

Administrative Expenses. Generally, the Plan pays for expenses incurred for Plan administration. Certain other costs of the Plan have been paid by the Company.

Recent Accounting Pronouncements. In May 2011, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update 2011-04 *Fair Value Measurements (Topic 820) - Amendments to Achieve Common Fair Value Measurements and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards ("IFRSs")* ("ASU 2011-04"). ASU 2011-04 amended Accounting Standards Codification ("ASC") Topic 820, *Fair Value Measurements and Disclosures* ("ASC 820") to converge the fair value measurement guidance in U.S. GAAP and IFRSs. Some of the amendments clarify the application of existing fair value measurement requirements, while other amendments change the particular principle in ASC 820. In addition, ASU 2011-04 requires additional fair value disclosures. The amendments are to be applied prospectively and are effective for annual periods beginning after December 15, 2011. All applicable components of ASU 2011-04 have been adopted and disclosed within the financial statements.

C. INTEREST IN MASTER TRUST (UNAUDITED INFORMATION)

The Plan's investments are in the Graphic Packaging International, Inc. Master Trust (the "Master Trust"). The Master Trust was established for the investment of assets of the Plan and certain assets of other retirement plans sponsored by the Company. Each participating retirement plan has an undivided interest in the Master Trust. The value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. Investment income and administrative expenses relating to the Master Trust are allocated to the individual plans based on 1) whether it is related to a specific plan (100 percent allocation to that plan), or 2) the Plan's proportionate share of the income or expense which is attributable to the Master Trust.

The Bank of New York Mellon/BNY Mellon, N.A. (the "Trustee"), the Trustee of the Plan, holds investment assets and executes transactions therein, and substantially all information pertaining to investments included in the financial statements has been certified by them. Therefore, in accordance with the request of the Company and as allowed under 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, this information was not subjected to auditing procedures generally accepted in the United States of America by the Plan's independent public accountants.

At December 31, 2012 and 2011, the assets of the Master Trust were held by the Trustee of the Plan. The Plan's interest in the net assets of the Master Trust was approximately 42% and 41% at December 31, 2012 and 2011, respectively.

Notes to the Financial Statements (Continued)

The following table presents the net assets held by the Master Trust at December 31, 2012 and 2011 as certified by the Trustee:

	<u>2012</u>	<u>2011</u>
Investments, at fair value:		
Common/collective trusts	\$ 332,021,155	\$ 280,370,970
Mutual funds	196,151,145	161,382,733
Common stock	111,447,715	99,052,953
103-12 investment entities	69,751,274	59,728,056
Cash and cash equivalents	2,112,539	11,358,806
Preferred stock	1,131,334	699,650
Foreign currency options	79,696	117,667
	<u>712,694,858</u>	<u>612,710,835</u>
Foreign currency contracts receivable	169,950	165,741
Other receivables	419,786	401,121
Total Assets	<u>713,284,594</u>	<u>613,277,697</u>
Liabilities		
Foreign currency contracts payable	169,950	165,741
Other payables	192,085	214,524
Total Liabilities	<u>362,035</u>	<u>380,265</u>
Net Assets Held by the Master Trust	<u>\$ 712,922,559</u>	<u>\$ 612,897,432</u>

The following table presents investment income for the Master Trust for the years ended December 31, 2012 and 2011 as certified by the Trustee:

	<u>2012</u>	<u>2012</u>
Net appreciation (depreciation) in fair value of investments:		
Common/collective trusts	\$ 39,386,924	\$ 25,270,411
Mutual funds	17,967,629	(17,236,291)
Common stock	15,278,473	(1,408,334)
103-12 investment entities	6,348,217	3,990,492
Preferred stock	326,739	2,137
Foreign currency contracts	23,978	430,918
Foreign currency options	(117,253)	58,040
Cash and cash equivalents	(583,692)	(646,805)
	<u>78,631,015</u>	<u>10,460,568</u>
Interest	6,375	5,150
Dividends	<u>11,398,237</u>	<u>9,807,273</u>
Total Investment Income	<u>\$ 90,035,627</u>	<u>\$ 20,272,991</u>

Notes to the Financial Statements (Continued)

The following presents investments that are five percent or more of the Master Trust's assets:

	December 31,	
	2012	2012
S&P 500 Flagship	\$ 251,482,948	\$ 218,399,637
SSGA TIPS Fund	68,549,684	59,496,070
Blackrock High Yield Portfolio	70,742,471	60,364,781
EAFE Choice Fund Class 2	55,915,987	41,454,654
Pimco Total Return Fund	69,492,541	59,563,151

D. FAIR VALUE MEASUREMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1) and the lowest priority to unobservable inputs (level 3).

The three levels of the fair value hierarchy under ASC 820 are described below:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in methodologies used at December 31, 2012 and 2011.

Common/collective trusts: The Master Trust's interest in the common/collective trusts are valued at the net asset value ("NAV") of shares held by the Plan at year end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different

Notes to the Financial Statements (Continued)

than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the collective trust, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily NAV and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common and preferred stocks: Valued at the closing price reported on the active market on which the individual securities are traded on daily basis.

103-12 investment entities (the "LLCs"): The Master Trust's interest in the LLCs are stated at fair value. The value is determined by the net asset value, based on the underlying investments, as reported by the LLCs on the valuation date.

Foreign currency options: : Valued using pricing models based on the prevailing forward exchange rate of the underlying currencies taking into account the counterparties' creditworthiness.

Cash and cash equivalents: Valued at cost, which approximates fair value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

Notes to the Financial Statements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2012 and 2011. There were no level 3 investments as of December 31, 2012 and 2011.

<u>December 31, 2012</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Common/Collective Trusts			
Cash and cash equivalents (1)	\$ -	\$ 11,988,524	\$ 11,988,524
Government securities (2)	-	68,549,684	68,549,684
Domestic securities (3)	-	251,482,947	251,482,947
Total Common/Collective Trusts	-	332,021,155	332,021,155
Mutual Funds			
Investment grade fixed income securities (4)	69,492,541	55,915,987	125,408,528
Non-investment grade fixed income securities	70,742,617	-	70,742,617
Total Mutual Funds	140,235,158	55,915,987	196,151,145
Common Stock			
Aerospace	1,378,404	-	1,378,404
Agriculture	1,173,932	-	1,173,932
Construction	3,904,167	-	3,904,167
Consumer goods and services	35,569,305	-	35,569,305
Energy	12,371,714	-	12,371,714
Financial services	10,495,106	-	10,495,106
Healthcare	11,946,210	-	11,946,210
Industrial	7,328,262	-	7,328,262
Information technology	5,266,218	-	5,266,218
Insurance	7,781,498	-	7,781,498
REIT	5,362,567	-	5,362,567
Telecommunications	8,870,332	-	8,870,332
Total Common Stock	111,447,715	-	111,447,715
Preferred Stock	1,131,334	-	1,131,334
103-12 Investment Entities			
Investment grade fixed income securities (5)	-	69,751,274	69,751,274
Foreign Currency Options	-	79,696	79,696
Cash and Cash Equivalents	2,112,539	-	2,112,539
Total	<u>\$ 254,926,746</u>	<u>\$ 457,768,112</u>	<u>\$ 712,694,858</u>

Notes to the Financial Statements (Continued)

<u>December 31, 2011</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Common/Collective Trusts			
Cash and cash equivalents (1)	\$ -	\$ 2,475,263	\$ 2,475,263
Government securities (2)	-	59,496,070	59,496,070
Domestic securities (3)	-	218,399,637	218,399,637
Total Common/Collective Trusts	-	280,370,970	280,370,970
Mutual Funds			
Investment grade fixed income securities (4)	59,563,298	41,454,654	101,017,952
Non-investment grade fixed income securities	60,364,781	-	60,364,781
Total Mutual Funds	119,928,079	41,454,654	161,382,733
Common Stock			
Aerospace	3,704,418	-	3,704,418
Construction	6,137,600	-	6,137,600
Consumer goods and services	21,238,296	-	21,238,296
Energy	7,106,617	-	7,106,617
Financial services	10,837,873	-	10,837,873
Healthcare	12,669,376	-	12,669,376
Industrial	8,500,326	-	8,500,326
Information technology	13,226,084	-	13,226,084
Insurance	2,589,189	-	2,589,189
REIT	5,026,745	-	5,026,745
Telecommunications	8,016,429	-	8,016,429
Total Common Stock	99,052,953	-	99,052,953
Preferred Stock	699,650	-	699,650
103-12 Investment Entities			
Investment grade fixed income securities (5)	-	59,728,056	59,728,056
Foreign Currency Options	-	117,667	117,667
Cash and Cash Equivalents	1,722,362	9,636,444	11,358,806
Total	\$ 221,403,044	\$ 391,307,791	\$ 612,710,835

Notes to the Financial Statements (Continued)

Fair Value of Investments that Calculate Net Asset Value

The following table summarizes investments measured at fair value based on NAV per share as of December 31, 2012 and 2011, respectively.

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/Collective Trusts:				
Cash and cash equivalents	\$11,988,524	N/A	Daily	N/A
Government securities (2)	\$68,549,684	N/A	Daily	N/A
Domestic securities (3)	\$251,482,947	N/A	Daily	N/A
Mutual Funds:				
Investment grade fixed income securities (4)	\$55,915,987	N/A	Daily	N/A
103-12 Investment Entities:				
Investment grade fixed income securities (5)	\$69,751,274	N/A	Daily	N/A

December 31, 2011	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/Collective Trusts:				
Cash and cash equivalents	\$2,475,263	N/A	Daily	N/A
Government securities (2)	\$59,496,070	N/A	Daily	N/A
Domestic securities (3)	\$218,399,637	N/A	Daily	N/A
Mutual Funds:				
Investment grade fixed income securities (4)	\$41,454,654	N/A	Daily	N/A
103-12 Investment Entities:				
Investment grade fixed income securities (5)	\$59,728,056	N/A	Daily	N/A

- (1) The fund's investment objective is to provide a market rate of return consistent with the preservation of capital through a shorter maturity, high quality portfolio.
- (2) The fund's investment objective is to approximate as closely as practicable, before expenses, the performance of the Barclays Capital U.S. Treasury Inflation Protection Securities Index by primarily investing in U.S. government treasury securities.
- (3) The fund's investment objective is to approximate as closely as practicable, before expenses, the performance of the S&P 500 index over the long term by primarily investing in common stocks.
- (4) The objective of the Fund is capital appreciation through investments in an international portfolio of equity securities of issuers located in countries of developed markets. The Fund will attempt to achieve its investment objective by striving to exceed the U.S. dollar return of the Morgan Stanley Capital International Europe, Australasia and Far East Index.
- (5) The fund's investment objective is to maximize long-term total return, consistent with prudent investment management. Under normal market conditions, the fund expects to invest at 70% of its total net assets, either directly or indirectly through investments in other commingled investment vehicles, in investment grade debt and fixed income securities rated at the time of purchase at least Baa3 or BBB- by a nationally recognized rating agency such as Moody's, S&P or Fitch, or that are of comparable quality as determined by the relevant advisers. The fund

Notes to the Financial Statements (Continued)

expects that its dollar-weighted average duration, including futures positions, will range within 20% plus or minus of the duration of Barclays Capital Aggregate Bond Index. Additionally, the fund expects to maintain a dollar-weighted average credit quality of portfolio holdings of at least AA- or its equivalent.

E. DERIVATIVES

Derivative financial instruments are used to hedge the currency risk component of the Master Trust's foreign investments. Certain of the investment managers are permitted to use certain specified types of derivative instruments as part of their respective strategies. These strategies include the use of futures, forward agreements, and options. Use of derivatives instruments for purposes of speculation is prohibited. Currency hedge positions are not permitted to exceed the level of exposure in the Plan's related assets.

The Master Trust enters into forward contracts to purchase and sell foreign currencies in the normal course of its investing activities to manage the currency exposure associated with the Plan's foreign equity and fixed income investments. The terms of these contracts generally do not exceed one year. The credit risk associated with these contracts is minimal, as they are entered into with a limited number of highly rated counterparties.

The Plan reflects the fair value of all forward contracts as an asset or liability in the Plan's financial statements. The fair values associated with the foreign currency contracts have been estimated by valuing the net position of the contracts using the applicable spot rates and forward rates as of the reporting date. In the statements of net assets available for benefits, forward contracts to purchase foreign currency are shown as foreign currency contract payables, and forward contracts to sell foreign currency are shown as foreign currency contract receivables. Changes in fair value are accounted for as net appreciation (depreciation) in fair value of investments.

F. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, which are attributable under the Plan's provisions to the service the employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits under the Plan are based upon the participant's years of service and Average Final Salary or the benefit rate in effect, as defined by the Plan, on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting 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. It is at least reasonably possible that the actuarial assumptions used to calculate accumulated plan benefits will change in the near term and that the effect of such change could be significant.

The significant actuarial assumptions used in the most recent valuation dated December 31, 2011 were:

Notes to the Financial Statements (Continued)

Discount Rate:	8.25% per year
Mortality basis - healthy lives:	RP - 2000 2012 PPA Annuitant and Non-annuitant Mortality (sex distinct)
Normal retirement age:	Age 65

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

The mortality rates used to determine the actuarial present value of accumulated plan benefits were changed to RP-2000 2012 PPA Annuitant and Non-Annuitant Mortality Tables from RP-2000 2011 PPA Annuitant and Non-Annuitant Mortality Tables. The effect of this change was to increase the actuarial present value of accumulated plan benefits by \$391,016.

G. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
2. Other vested benefits insured by the PBGC up to the applicable limitations discussed below.
3. All other vested benefits (vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits and certain disability and survivor's benefits. However, the PBGC does not guarantee all types of benefits of 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. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate 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 on the level of benefits guaranteed by the PBGC.

H. INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated February 22, 2012, that the Plan and related trust qualifies in accordance with the applicable regulations of the Internal Revenue Code ("IRC") as a tax-exempt entity. Although the Plan has been amended since receiving favorable determination, the plan administrator, the plan actuary and the plan's tax counsel believes the Plan is currently designed and being operated in compliance with

Notes to the Financial Statements (Continued)

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.

U.S. GAAP requires plan management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits, to be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

I. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2012 and 2011, the Plan incurred and accrued trustee and miscellaneous fees of \$240,833 and \$134,690, actuary fees of \$1,055,107 and \$1,035,168, and investment management fees of \$665,015 and \$484,443, respectively.

J. PLAN AMENDMENTS

Effective July 1, 2011, if a member (other than a union member) is under age 50 or has fewer than five years of vesting service under the Plan, his benefit service will be frozen as of June 30, 2011 and his average final salary and covered compensation will be frozen as of December 31, 2011. Members who are at least age 50 with at least five years of vesting service under the Plan as of July 1, 2011, will continue to accrue benefits under the Plan but the percentage of Average Final Salary for service in excess of 35 years accrued after June 30, 2011 will change from 1.20% to 0.90%. Union members are not affected by this partial plan freeze.

Effective December 31, 2011, the Plan was amended to allow for the present value of the participants' accrued benefits to be re-determined at such time as the Retirement Committee determines that there has been sufficient change in the actuarial assumptions that it is likely that the present value will be less than \$5,000.

Effective January 1, 2012, Appendix 10 (UPC) of the Plan was amended to replace the reference to 25-year government bonds (which have been discontinued) with the currently issued government bonds most closely associated with the 25-year government bond.

Effective June 1, 2012, Appendices 2, 3, 4, 5, 8 and 9 were amended to modify the definition of total and permanent disability to include if a participant has been approved for social security disability benefits on or before his date of employment is deemed to have terminated under the policies of the employer, the participant shall be disabled for purposes of the Plan.

Effective September 15, 2012, the Plan was closed to new participants, re-hires and transfers represented by USW 1089 at the Charlotte, NC Plant.

Effective December 31, 2012, the Plan was amended to freeze benefit service and benefit accruals for non-grandfathered participants at the Charlotte, NC Carton facility represented by USW 1089. A non-grandfathered participant will not be eligible for disability retirement after December 31, 2012.

Notes to the Financial Statements (Continued)

Effective January 1, 2013, the Plan was amended to reduce the service requirement from 10 years to 5 years for salaried and non-union hourly participants terminated prior to January 1, 2008, to commence payment prior to their normal retirement date. In addition, the same early commencement reduction factors that apply to Members terminated on and after January 1, 2008, will also apply to terminated vested Members who were terminated prior to January 1, 2008, but have not commenced receipt of a Pension prior to January 1, 2013.

K. SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2013, which is the date the financial statements were available to be issued, and have determined that there are no subsequent events that require disclosure under the Subsequent Events topic of the FASB ASC.

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

Schedule SB, line 26 – Schedule of Active Participant Data

Distribution of Active Participant as of January 1, 2012 – Age by Benefit Service (Non-Union)*

Attained		Benefit Service as of January 1, 2012										Total
Age		Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Under 25	Number	0	5	3								8
	Avg. Comp.	N/A	N/A	N/A								
25 to 29	Number	0	34	50								84
	Avg. Comp.	N/A	\$44,150	\$49,437								
30 to 34	Number	0	30	67	27	2						126
	Avg. Comp.	N/A	\$45,470	\$48,642	\$48,731	N/A						
35 to 39	Number	0	18	57	49	25	1					150
	Avg. Comp.	N/A	N/A	\$53,139	\$64,577	\$51,515	N/A					
40 to 44	Number	0	35	87	84	35	23	4				268
	Avg. Comp.	N/A	\$55,321	\$60,105	\$70,694	\$60,129	\$54,144	N/A				
45 to 49	Number	0	25	66	80	34	43	27	4			279
	Avg. Comp.	N/A	\$65,341	\$63,299	\$71,610	\$60,114	\$57,224	\$63,839	N/A			
50 to 54	Number	0	27	67	92	28	38	39	18	5		314
	Avg. Comp.	N/A	\$46,767	\$51,161	\$81,909	\$59,486	\$53,191	\$63,380	N/A	N/A		
55 to 59	Number	0	12	38	85	11	17	15	11	28	1	218
	Avg. Comp.	N/A	N/A	\$67,683	\$72,414	N/A	N/A	N/A	N/A	\$62,396	N/A	
60 to 64	Number	0	7	11	54	6	6	3	6	7	2	102
	Avg. Comp.	N/A	N/A	N/A	\$76,733	N/A	N/A	N/A	N/A	N/A	N/A	
65 to 69	Number	0	1	4	16	2	1	0	1	2	1	28
	Avg. Comp.	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
70 & up	Number	0	0	0	0	0	1	0	0	0	0	1
	Avg. Comp.	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	
Total	Number		194	454	487	143	130	88	40	42	4	1,578
	Avg. Comp.		\$51,203	\$56,065	\$72,079	\$56,584	\$54,079	\$62,974	\$72,345	\$62,540		\$61,447

Average compensation is not shown for cells with less than 20 participants.

* Does not include transfers out or LTD participants.

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

Schedule SB, line 26 – Schedule of Active Participant Data

Distribution of Active Participant as of January 1, 2012 – Age by Benefit Service (Union)*

Attained Age	Benefit Service as of January 1, 2012										Total
	Under 1	1 to 4	5 to 9	10 to 14	15 to 19	20 to 24	25 to 29	30 to 34	35 to 39	40 & up	
Under 25	8	15	2								25
25 to 29	7	34	34	1							76
30 to 34	8	40	43	23							114
35 to 39	6	43	35	30	8						122
40 to 44	3	43	31	31	6	6	1				121
45 to 49	7	43	34	49	12	18	25	2			190
50 to 54	6	42	30	38	14	20	33	62	20		265
55 to 59	2	28	23	33	6	15	35	43	108	7	300
60 to 64	0	10	17	14	4	9	12	23	38	53	180
65 to 69	0	0	0	1	0	1	2	1	4	9	18
70 & up	0	0	0	0	0	0	0	0	0	0	0
Total	47	298	249	220	50	69	108	131	170	69	1,411

* Does not include transfers out.

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

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

Prescribed Funding/PBGC Assumptions and Methods

Minimum funding interest rates:

Current Year:	MAP-21 segment rates with four-month lookback
	First Segment Rate: 5.54%
	Second Segment Rate: 6.85%
	Third Segment Rate: 7.52%
	Effective Interest Rate: 7.06%
Prior Year:	3-segment rate with four-month lookback
	First Segment Rate: 3.78%
	Second Segment Rate: 6.31%
	Third Segment Rate: 6.57%
	Effective Interest Rate: 6.32%

Maximum funding interest rates and PBGC variable premium rates

Current Year:	First Segment Rate	2.06%
	Second Segment Rate	5.25%
	Third Segment Rate	6.32%
Prior Year:	First Segment Rate	3.78%
	Second Segment Rate	6.31%
	Third Segment Rate	6.57%

Mortality

Mortality tables mandated by PPA as specified in IRS Regulation 1.430(h)(3)-1, projected 7 years from the valuation date for annuitants and 15 years for non-annuitants.

	Current Year	Prior Year
Annuitant	RP-2000 Healthy Annuitant Table projected to 2019	RP-2000 Healthy Annuitant Table projected to 2018
Non-annuitant	RP-2000 Employees Table projected to 2027	RP-2000 Employees Table projected to 2026

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

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

Non-Prescribed Funding Assumptions and Methods

Withdrawal Rate:

Representative values of the assumed annual rates of withdrawal are as follows:

<u>Age</u>	<u>Menasha Wausau</u>	<u>All Other Union</u>	<u>Non Union</u>
20	20.00%	13.00%	17.00%
25	20.00	12.40	16.40
30	18.20	11.40	14.80
35	15.80	9.20	12.80
40	12.00	6.20	10.80
45	8.50	4.40	8.20
50	4.80	3.40	6.40
55	3.00	2.40	8.40
60	3.00	2.00	13.00
65	0.00	0.00	0.00

*Since no new entrants are allowed since 2008, the select period is not necessary for the nonunion employees. There are considerably higher rates of withdrawal during the first three years of employment for the Union groups. During the select period, the rates above based on the individual's age is multiplied by 3.0 (2.0 for Menasha Wausau) if employed for less than one year and 1.5 if between one and three years of employment.

Retirement Rate:

Representative values of the assumed annual rates of retirement are as follows:

<u>Age</u>	<u>Menasha Wausau</u>	<u>All Other Union</u>	<u>Non-Union</u>
55	2%	3%	8%
56	2	3	8
57	2	3	8
58	2	3	8
59	2	3	8
60	2	5	10
61	15	5	15
62	30	30	25
63	40	20	15
64	40	20	15
65	50	60	40
66	50	25	40
67	100	100	40
68	100	100	60
69	100	100	60
70+	100	100	100

Disability Rate:

Representative values of the assumed annual rates of disability are as follows:

<u>Age</u>	<u>All Union</u>	<u>Non Union</u>
20	0.000%	0.070%
25	0.000	0.075
30	0.040	0.150
35	0.110	0.200
40	0.180	0.200
45	0.230	0.380
50	0.400	0.650
55	0.650	0.900
60	0.900	1.300
65	0.000	0.000

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

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

Salary Increase and Bonus: Representative values of the assumed annual rates of future increases in pensionable earnings are as follows:

<u>Age</u>	<u>Salaried</u>	<u>Nonunion Hourly</u>
25	6.01%	6.76%
30	5.72	4.78
35	5.42	3.84
40	4.48	3.59
45	3.69	3.19
50	3.19	2.85
55	2.40	2.60
60	2.00	2.35
65+	2.00	2.00

Bonuses included in pensionable earnings are adjusted to reflect an averaging at bonuses over five years.

Social Security: The Social Security wage base is assumed to increase at a rate of 4.00% per annum.

Medicare Part B Premium: Medicare Part B Standard Monthly Premium is assumed to increase 5.0% per annum.

Termination with Vested Rights: Non Union: 20% of the terminating participants are assumed to elect benefits commencing at age 55, 20% at age 60, 20% at age 62 and the remaining 40% at age 65.

Union: 50% of the terminating participants are assumed to elect benefits commencing at age 55, 20% at age 60, 20% at age 62 and the remaining 10% at age 65.

Form of Payment: Non Union: 10% of participants are assumed to elect the 10 Year Certain and Life, 15% the 50% joint and survivor annuity form of payment, 20% the 100% joint and survivor annuity form of payment and the remaining 55% the life annuity.

Union: 5% of participants are assumed to elect the 10 Year Certain and Life, 40% the 50% joint and survivor annuity form of payment, 5% the 100% joint and survivor annuity form of payment and the remaining 50% the life annuity.

Future Expenses: Current Year: Expected expenses of \$2,200,000 were added to Target Normal Cost.

Prior Year: Expected expenses of \$1,800,000 were added to Target Normal Cost.

Loading or Contingency Reserves: None.

Valuation Method: Traditional unit credit cost method for minimum funding;
Projected unit credit cost method for maximum funding.

Asset Valuation Method: Market value of assets with contributions receivable.

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

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

Spouses' Assumption:	85% of participants are assumed to be married. Husbands are assumed to be 3 years older than their wives.
Miscellaneous:	No allowance has been made for certain additional liabilities that may arise if some or all of the units of the employer are closed down. The actuarial assumptions anticipate a modest rate of future inflation. The valuation was based on participants of the Plan as of the valuation date and did not take future participants into account. No provision has been made for contingent liabilities with respect to non-vested terminated participants who may be re-employed.

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 GRAPHIC PACKAGING RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 095
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GRAPHIC PACKAGING INTERNATIONAL, INC.	D Employer Identification Number (EIN) 84-0772929
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	256800144
b Actuarial value		2b	256800144
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a	1508	109871373
b For terminated vested participants.....	3b	2100	47402351
c For active participants:			
(1) Non-vested benefits	3c(1)		8369557
(2) Vested benefits	3c(2)		110501155
(3) Total active.....	3c(3)	3048	118870712
d Total.....	3d	6656	276144436
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	7.06%
6 Target normal cost		6	7355043

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	Teresa T. Tsui Signature of actuary	09/24/2013 Date
TERESA T. TSUI Type or print name of actuary		1103585 Most recent enrollment number
BUCK CONSULTANTS, LLC Firm name		770-955-2488 Telephone number (including area code)
200 GALLERIA PARKWAY, SUITE 1900 ATLANTA GA 30339-5945 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)	0	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	0	0
10 Interest on line 9 using prior year's actual return of <u>3.42%</u>	0	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		
b Interest on (a) using prior year's effective interest rate of <u>6.32%</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		
12 Other reductions in balances due to elections or deemed elections		
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage.....	14	92.99 %
15	Adjusted funding target attainment percentage	15	92.99 %
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	85.26 %
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 employee(s):

(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
03/30/2012	2300014	0			
04/13/2012	1804447	0			
06/29/2012	2300014	0			
07/13/2012	1804447	0			
09/28/2012	4104461	0			
12/31/2012	4104461	0			
09/13/2013	2609355	0			
			Totals ►	18(b)	19027199
					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	18057745

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☒ Yes ☐ No

C If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:

a Segment rates:

1st segment:
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**

62

23 Mortality table(s) (see instructions)☐

Prescribed - combined

☒

Prescribed - separate

☐

Substitute

Part VI Miscellaneous Items**24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.....☒

Yes

☐

No

25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.....☐

Yes

☒

No

26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....☒

Yes

☐

No

27 If the plan is 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

7355043

b Excess assets, if applicable, but not greater than line 31a

31b

0

32 Amortization installments:

a Net shortfall amortization installment.....

Outstanding Balance

Installment

19344292

10702702

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**

18057745

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

0

0

36 Additional cash requirement (line 34 minus line 35).....**36**

18057745

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

18057745

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**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**

3626492

43 Excess installment acceleration amount to be carried over to future plan years**43**

235080

GRAPHIC PACKAGING RETIREMENT PLAN

EIN: 84-0772929; PN: 095

Schedule SB, line 22 –

Description of Weighted Average Retirement Age

Age	<u>Menasha Wausau</u>				<u>All Other Union</u>				<u>Non Union</u>			
	<u>Rate of Retirement</u>	<u>Number of Lives</u>	<u>Number of Retiring</u>	<u>Weighted Average</u>	<u>Rate of Retirement</u>	<u>Number of Lives</u>	<u>Number of Retiring</u>	<u>Weighted Average</u>	<u>Rate of Retirement</u>	<u>Number of Lives</u>	<u>Number of Retiring</u>	<u>Weighted Average</u>
		1.0000				1.0000				1.0000		
55	2%	0.9800	0.0200	1.1000	3%	0.9700	0.0300	1.6500	8%	0.9200	0.0800	4.4000
56	2%	0.9604	0.0196	1.0976	3%	0.9409	0.0291	1.6296	8%	0.8464	0.0736	4.1216
57	2%	0.9412	0.0192	1.0949	3%	0.9127	0.0282	1.6089	8%	0.7787	0.0677	3.8596
58	2%	0.9224	0.0188	1.0918	3%	0.8853	0.0274	1.5881	8%	0.7164	0.0623	3.6131
59	2%	0.9039	0.0184	1.0884	3%	0.8587	0.0266	1.5670	8%	0.6591	0.0573	3.3814
60	2%	0.8858	0.0181	1.0847	5%	0.8158	0.0429	2.5762	10%	0.5932	0.0659	3.9545
61	15%	0.7530	0.1329	8.1055	5%	0.7750	0.0408	2.4882	15%	0.5042	0.0890	5.4275
62	30%	0.5271	0.2259	14.0052	30%	0.5425	0.2325	14.4151	25%	0.3781	0.1260	7.8151
63	40%	0.3162	0.2108	13.2823	20%	0.4340	0.1085	6.8356	15%	0.3214	0.0567	3.5735
64	40%	0.1897	0.1265	8.0959	20%	0.3472	0.0868	5.5553	15%	0.2732	0.0482	3.0857
65	50%	0.0949	0.0949	6.1668	60%	0.1389	0.2083	13.5409	40%	0.1639	0.1093	7.1035
66	50%	0.0474	0.0474	3.1308	25%	0.1042	0.0347	2.2915	40%	0.0984	0.0656	4.3277
67	100%	0.0000	0.0474	3.1783	100%	0.0000	0.1042	6.9788	40%	0.0590	0.0393	2.6359
68	100%	0.0000	0.0000	0.0000	100%	0.0000	0.0000	0.0000	60%	0.0236	0.0354	2.4078
69	100%	0.0000	0.0000	0.0000	100%	0.0000	0.0000	0.0000	60%	0.0094	0.0142	0.9773
70	100%	0.0000	<u>0.0000</u>	<u>0.0000</u>	100%	0.0000	<u>0.0000</u>	<u>0.0000</u>	100%	0.0000	<u>0.0094</u>	<u>0.6610</u>
			1.0000	62.52			1.0000	62.73			1.0000	61.35

Average: 61.9

GRAPHIC PACKAGING RETIREMENT PLAN
EIN: 84-0772929; PN: 095
Schedule SB, Part V – Summary of Plan Provisions

The Graphic Packaging Retirement Plan amended and restated as of January 1, 2009 reflecting amendments adopted through December 20, 2011.

Definitions

Average Monthly Compensation	The average of the participant's pensionable earnings (limited to \$245,000 per year as indexed by law) using the 4 highest consecutive plan years in the last 10 plan years of employment. Pensionable earnings prior to January 1, 2007 shall be base pay. Pensionable earnings after December 31, 2006 are generally equal to the base pay plus annual bonuses, commissions, and overtime pay.
Covered Compensation	Covered compensation is equal to the 35-year average of the Social Security wage bases ending with the calendar year in which Participants attain Social Security retirement age.

Participation in Plan

Non Union	An Employee becomes a participant after completing one year of service while completing 1000 or more hours. Plan participation is closed to employees hired or rehired after December 31, 2007.
Union	An Employee becomes a participant immediately. For North Portland Employees hired after 3/10/2002, an Employee becomes a participant after completing one year of service. Plan participation is closed to North Portland employees hired after December 31, 2007.

Benefits

Partial Plan Freeze for Salaried and Non Union Hourly Participants Effective June 30, 2011

For any member (other than a union member) who is under age 50 or has fewer than five years of vesting service under the Plan as of July 1, 2011, his benefit service will be frozen as of June 30, 2011 and his Average Final Salary and Covered Compensation will be frozen as of December 31, 2011. Other members who are not union members who are at least age 50 with at least five years of vesting service under the Plan as of July 1, 2011, will continue to accrue benefits under the Plan but the percentage of Average Final Salary for service in excess of 35 years accrued after June 30, 2011 will change from 1.20% to 0.90%. Union members are not affected by this partial plan freeze.

Normal Retirement Pension

Condition for Pension	Age 65.
Amount of Pension (Union)	A monthly pension computed as Benefit Level times Years of Benefit Service, where Benefit Level is the rate in effect at termination of employment based on the following table:

Location	Effective Date	Current Rate
Kalamazoo	2/1/2008	40.00*
USW Menasha/Wausau	5/1/2008	36.00
Charlotte	9/1/2008	26.75
Gordonsville	11/1/2007	32.00
North Portland**	3/11/2002	Varies between 23.50 and 41.50*
GCC-IBT Menasha/Wausau/Newnan	7/1/2008	36.00

GRAPHIC PACKAGING RETIREMENT PLAN
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Schedule SB, Part V – Summary of Plan Provisions

*Kalamazoo employees hired after 7/23/2002 have a benefit level of \$28.50. North Portland employees have a benefit level of \$25.00 if hired after 3/11/2002 and a benefit level between \$23.50 and \$41.50 (depending on their hourly pay rate) if hired prior to 3/11/2002.

**North Portland non-vested participants as of December 31, 2007 and one electing vested participant will receive a benefit based on rates and service frozen as of December 31, 2007.

Amount of Pension (Non Union)

On retirement at or after his normal retirement date, a participant receives an annual pension computed as the sum of (1), (2), and (3) below, but not less than (4) and not less than (5) below:

(1) 0.90% of the participant's Average Final Salary up to Covered Compensation

PLUS

1.40% of the participant's Average Final Salary in excess of the Covered Compensation,

TIMES

Years of benefit service up to 35 years.

(2) 1.20% of the participant's Average Final Salary times years of benefit service in excess of 35 years earned through June 30, 2011

PLUS

0.90% of the participant's Average Final Salary times years of benefit service in excess of 35 years earned after June 30, 2011.

(3) UPC Accrued Benefit as of December 31, 1999 if a former UPC participant.

(4) \$1,200 per year.

(5) The accrued benefit as of December 31, 2006.

GRAPHIC PACKAGING RETIREMENT PLAN
EIN: 84-0772929; PN: 095
Schedule SB, Part V – Summary of Plan Provisions

Early Retirement Pension

Condition for Pension: Age and Service requirements listed in the following table.

Amount of Pension: Accrued pension reduced according to the following table:

Location	Age	Service	Early Retirement Reduction
All Non Union Employees	55	10 Years Vesting Service	5% per year for each year prior to Normal Retirement Date (reduced from age 62 if 25 years of Vesting Service at retirement)
Kalamazoo	55	None	2.4% per year from age 62-60; 4.8% per year below age 60
USW Menasha/Wausau	55	15 Years Benefit Service	6% per year from age 62
Charlotte	55	10 Years Vesting Service	4% per year from age 65
Gordonville	55	15 Years Vesting Service	1/15 per year for first 5 years, 1/30 per year for next 5 years
North Portland	55	15 Years Vesting Service	3% per year from age 65
	58	14 Years Vesting Service	Unreduced if 62 with 20 Years Vesting Service
	59	10 Years Vesting Service	
	60	5 Years Vesting Service	
GCC-IBT Menasha/Wausau/Newnan	55	15 Years Benefit Service	6% per year from age 62

Non Union:

- The reductions for the grandfathered benefit is 3% per year for ages 65-60; 7% per year below age 60.
- For non Fort James Salaried participants whose age plus vesting service is greater than or equal to 90 points, the reductions on the grandfathered benefit for service prior to 1/1/2000 is reduced 7% per year prior to age 60.

Vested Termination Pension

Condition for Pension Five years of Vesting Service.

Amount of Pension Accrued pension deferred to age 65 or reduced pension may be payable at certain locations.

Disability Retirement Pension

Condition for Pension Age and Service requirements listed in the following table.

Amount of Pension Non Union: Service continues to accrue while on LTD (not beyond age 65) using Pay Rate and Covered Compensation at time of disability.

Union: Accrued pension at date of disability payable immediately.

Location	Age	Service
Kalamazoo	0	10 Years Vesting Service
USW Menasha/Wausau	0	15 Years Benefit Service
Charlotte	40	10 Years Vesting Service
Gordonville	0	10 Years Vesting Service
North Portland	0	10 Years Vesting Service
GCC-IBT Menasha/Wausau/Newnan	0	15 Years Benefit Service

GRAPHIC PACKAGING RETIREMENT PLAN
EIN: 84-0772929; PN: 095
Schedule SB, Part V – Summary of Plan Provisions

Spouse's Benefit

Condition for Pension	Death prior to retirement after becoming eligible for vested deferred allowance.
Amount of Pension	<p>Non Union: If participant died after becoming eligible for early retirement, the benefit is calculated as if the participant had retired on date of death with an effective election of a 100% Contingent Annuitant Option, designating the spouse as contingent annuitant. Otherwise the benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) age 55 with an effective election of a 50% Contingent Annuitant Option, designating the spouse as contingent annuitant.</p> <p>Union: The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% Contingent Annuitant Option, designating the spouse as contingent annuitant.</p>
Additional Special Benefits:	<p>Retired participants from Kalamazoo receive a \$3,000 lump sum benefit at death regardless of the form of payment.</p> <p>Retired participants from North Portland (hired before 6/28/1996) receive a \$2,500 lump sum benefit at death regardless of the form of payment.</p> <p>Special active death benefit from USW Menasha/Wausau if married for 1 year and have 15 years of benefit service. The monthly benefit is \$10 times Benefit Service beginning at age 62 and ending at the earlier of spouse's death remarriage, or age 72.</p> <p>Special active death benefit from GCC-IBT Menasha/Wausau/ Newnan if married for 1 year and have 15 years of benefit service. The monthly benefit is \$6.25 times Benefit Service beginning at age 62 and ending at the earlier of spouse's death remarriage, or age 72.</p>

Retiree Medical Benefit

For retired participants from Kalamazoo, the plan reimburses the Medicare Standard Monthly Part B premiums for the employee and spouse for early, normal, and disabled retirees for as long as a pension is receivable and Medicare Part B is in effect.

Maximum Benefit

The maximum benefit attributable to Company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.

Normal Form of Pension

If the participant is married at the time of his retirement, the normal form of pension is a reduced 50% joint and survivor pension with the participant's spouse as beneficiary. If the participant is not married, the normal form of pension is a straight life annuity.

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Optional Benefits in Lieu of Regular Benefits

Location	Life Annuity	Joint & Survivor	Certain & Continuous	Level Income	Lump Sum
Non Union (for the UPC portion of accrued benefit)	Yes	25%, 50%, 75%, 100%	5,10,15 yrs	n/a	If under \$10,000
Non Union (for all other portions of accrued benefit)	Yes	25%, 50%, 75%, 100%	10 yrs	Age 62	n/a
Kalamazoo	Yes	50%	10 yrs	Age 62	n/a
USW Menasha/Wausau	Yes	50%, 100%	10 yrs	n/a	n/a
Charlotte	Yes	25%, 33⅓%, 50%, 100%	5, 10 yrs	Age 62, Age 65	n/a
Gordonsville	Yes	50%, 100%	10 yrs	n/a	n/a
North Portland	Yes	50%, 100%	10 yrs	Age 62	n/a
GCC-IBT Menasha/Wausau	Yes	50%, 100%	10 yrs	n/a	n/a

Optional Form Conversion Factors

For the purpose of calculating lump sum and Level Income Option:

Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable Plan Year in which occurs the Annuity Starting Date for the distribution.

Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the Plan Year in which occurs the Annuity Starting Date for the distribution.

For Joint and Survivor Options and Certain and Life Options:

Location	Interest Rate	Mortality Table
Non Union (UPC portion)	Long-term US bond rate*	Unisex Pension Mortality Table of 1984
Non Union (all other portions)	5%	prescribed by Revenue Ruling 2001-62
Kalamazoo	6%	1971 Group Annuity Mortality Table (male)
USW Menasha/Wausau	7%	Unisex Pension Mortality Table of 1984, three year setback for Beneficiaries.
Charlotte	PBGC post-retirement	Unisex Pension Mortality Table of 1984
Gordonsville	7%	Unisex Pension Mortality Table of 1984, one year set forward for Members; four year setback for Beneficiaries.
North Portland	4.25%	1951 Group Annuity Mortality Table (unisex blended)
GCC-IBT Menasha/Wausau	7%	Unisex Pension Mortality Table of 1984, one year set forward for Members; four year setback for Beneficiaries.

* the interest rate for each Plan Year equals to the average monthly yield on 25 years U.S. Government bonds as reported by Standard & Poor's Statistical Service for the calendar month which begins six months prior to the first day of the Plan Year; provided that the interest rate is within five to nine percent.

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Contributions

All contributions to support the Plan are made by the Company.

Summary of Plan Changes from the January 1, 2011 Valuation

None.

GRAPHIC PACKAGING RETIREMENT PLAN**EIN: 84-0772929; PN: 095****Schedule SB, line 32 – Schedule of Amortization Bases**

Type of Base	Present Value of Any Remaining Installments	Valuation Date	Years Remaining	Amortization Installment
Shortfall	22,577,601	1/1/2008	3	7,935,108
Shortfall	-2,812,499	1/1/2009	4	-760,973
Shortfall	18,409,144	1/1/2010 ¹	7	6,797,093 ²
Shortfall	-3,323,687	1/1/2011	6	-636,731
Shortfall	-15,506,267	1/1/2012	7	-2,631,795

¹ An election has been made under PRA 2010 to use the alternative 2 plus 7-year amortization period for the base established in 2010. Under 2 plus 7-year amortization, the required installments for the first 2 years of the amortization period equal interest on the base at the plan's effective interest rate for the plan year of the election. The balance is then amortized over the following 7 years in level installments determined using the discount rates for the plan year of the election. The installment for the base established January 1, 2010 reflects an additional installment acceleration amount.

² The installment for the base established January 1, 2010 reflects an additional installment acceleration amount of \$3,626,492.

GRAPHIC PACKAGING RETIREMENT PLAN

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Schedule SB, line 24 – Change in Assumptions

- The social security wage base assumption was lowered to 3.50% per annum from 4.00% per annum.
- The expected expenses added to Target Normal Cost were increased to \$2,200,000 from \$1,800,000.