Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
MID-AMERICA PACKAGING RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 098

1c Effective date of plan 01/01/2003

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

GRAPHIC PACKAGING INTERNATIONAL, INC.

1500 RIVEREDGE PKWY SUITE 100
9TH FLOOR
ATLANTA, GA 30328

2b Employer Identification Number (EIN)
84-0772929

2c Sponsor's telephone number
770-240-7200

2d Business code (see instructions)
339900

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.	10/14/2013	KIMBERLEY WHITNEY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2013	CLINT DEMETRIOU
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address

RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL, INC.

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: GRAPHIC PACKAGING INTERNATIONAL, INC.

4b EIN: 06-1663821

4c PN: 001

5	Total number of participants at the beginning of the plan year	**5** 487
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).	
a	Active participants	**6a** 342
b	Retired or separated participants receiving benefits	**6b** 5
c	Other retired or separated participants entitled to future benefits	**6c** 51
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d** 398
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e** 1
f	Total. Add lines **6d** and **6e**	**6f** 399
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h** 30
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
1B 1G

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	☐	Insurance
(2)	☐	Code section 412(e)(3) insurance contracts
(3)	☒	Trust
(4)	☐	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	☒	**R** (Retirement Plan Information)
(2)	☐	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	☒	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	☒		**H** (Financial Information)
(2)	☐		**I** (Financial Information – Small Plan)
(3)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☒		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE SB (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Single-Employer Defined Benefit Plan Actuarial Information

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

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

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

▶ **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
MID-AMERICA PACKAGING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 098

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		3349414
	b Actuarial value	2b		3349414
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	5	67453
	b For terminated vested participants	3b	33	112166
	c For active participants:			
	(1) Non-vested benefits	3c(1)		117700
	(2) Vested benefits	3c(2)		2373724
	(3) Total active	3c(3)	449	2491424
	d Total	3d	487	2671043
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		6.95 %
6	Target normal cost	6		261276

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

	09/24/2013
Signature of actuary	Date
KELLY Q. BRANHAM	11-05192
Type or print name of actuary	Most recent enrollment number
BUCK CONSULTANTS, LLC	770-855-2488
Firm name	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 1.07%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		15187
b	Interest on (a) using prior year's effective interest rate of 6.24% except as otherwise provided (see instructions)		948
c	Total available at beginning of current plan year to add to prefunding balance		16135
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	125.39 %
15	Adjusted funding target attainment percentage	15	125.39 %
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	91.09 %
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
			Totals ► 18(b)	0	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	0

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? [X] Yes [ ] No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? [X] 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:	2nd segment:	3rd segment:	
5.54%	6.85%	7.52 %	☐ N/A, full yield curve used

b Applicable month (enter code)	**21b**	0
22 Weighted average retirement age	**22**	65

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**	261276
b Excess assets, if applicable, but not greater than line 31a	**31b**	261276

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	**33**	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	**34**	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	**36**	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	**37**	0

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

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

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

A Name of plan	**B** Three-digit plan number (PN) ▶
MID-AMERICA PACKAGING RETIREMENT PLAN	098

C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)
GRAPHIC PACKAGING INTERNATIONAL, INC.	84-0772929

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

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

PNC BANK, NA

22-1146430

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
18	NONE	13106	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name: KATHLYN PITASSI	**b** EIN: 34-0677453	
c Position: ENROLLED ACTUARY		
d Address: NATIONAL ASSOCIATES, INC. 20325 CENTER RIDGE ROAD, SUITE 405 CLEVELAND, OH 44116-3570	**e** Telephone: 440-333-0222	

Explanation: COMPANY DECIDED TO CONSOLIDATE ACTUARIAL FUNCTION OF ACQUIRED COMPANY WITH ITS CURRENT ACTUARY.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MID-AMERICA PACKAGING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 098

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
GRAPHIC PACKAGING INTERNATIONAL, INC.

D Employer Identification Number (EIN)
84-0772929

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: GRAPHIC PKG INT'L INC MASTER TRUST

b Name of sponsor of entity listed in (a): GRAPHIC PACKAGING INTERNATIONAL INC

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)
84-0772929-093	M	3056810

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
MID-AMERICA PACKAGING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 098

C Plan sponsor's name as shown on line 2a of Form 5500
GRAPHIC PACKAGING INTERNATIONAL, INC.

D Employer Identification Number (EIN)
84-0772929

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	313531	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1938	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	69291	0
(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)	0	3056810
(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)	2968381	0
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	3353141	3056810
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h	0	6761
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	6761
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	3353141	3050049

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)	0	
(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)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	184	
(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)		184
(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)	19547	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		19547
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	3328849	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	3229500	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		99349
(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)		240746
(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)		10119
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		369945
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	659931	
(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)		659931
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)	13106	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		13106
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		673037
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-303092
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)** [X] Disclaimer **(4)** [ ] Adverse

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

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	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?	4f		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?	4g		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?	4h		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.)	4i		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.)	4j	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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
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.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
If "Yes," enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
MID-AMERICA PACKAGING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 098

C Plan sponsor's name as shown on line 2a of Form 5500
GRAPHIC PACKAGING INTERNATIONAL, INC.

D Employer Identification Number (EIN)
84-0772929

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** 0

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): 25-1904625

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** 73

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☒ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☒ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 a Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a	The current year	**14a**	
b	The plan year immediately preceding the current plan year	**14b**	
c	The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a	The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b	The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a	Enter the number of employers who withdrew during the preceding plan year	**16a**	
b	If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

Mid-America Packaging Retirement Plan

Financial Statements

As of and For the Years Ended

December 31, 2012 and 2011

Mid-America Packaging Retirement Plan

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- Statements of Changes in Net Assets Available for Plan Benefits For the Years Ended December 31, 2012 and 2011 — Page 4
- Statement of Accumulated Plan Benefits As of December 31, 2011 — Page 5
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BNKJ BABUSH NEIMAN KORNMAN & JOHNSON LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

50 YEARS

Independent Auditors' Report

To the Retirement Committee
Mid-America Packaging Retirement Plan
Atlanta, Georgia

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Mid-America Packaging Retirement Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets available for benefits for the year 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. and PNC Bank, N.A., the trustees of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that The Bank of New York Mellon/BNY Mellon, N.A. held the Plan's investment assets and executed investment transactions from June 2, 2012 to December 31, 2012, and that PNC Bank, N.A. held the Plan's investment assets and executed investment transactions as of December 31, 2011, and for the period January 1, 2012 to June 1, 2012. The plan administrator has obtained certifications from the trustees as of and for the years ended September 30, 2012 and 2011, that the information provided to the plan administrator by the trustees is complete and accurate.

Disclaimer of Opinion

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

Other Matter – 2011 Financial Statements

The financial statements of the plan as of December 31, 2011, were audited by predecessor auditors. As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the plan administrator instructed the predecessor auditors not to perform, any auditing procedures with respect to the information certified by the trustee. Their report, dated October 1, 2012, indicated that (a) because of the significance of the information that they did not audit, they were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

The form and content of the information included in the 2012 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.

Babush, Neiman, Kornman & Johnson LLP

October 10, 2013
Atlanta, Georgia

Mid-America Packaging Retirement Plan

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

	2012	2011
ASSETS		
INVESTMENTS, at fair value		
Interest in the Graphic Packaging International, Inc. Master Trust	$ 3,056,810	$ -
Money market fund	-	69,291
Mutual funds	-	2,968,381
Total Investments	3,056,810	3,037,672
RECEIVABLES		
Interest income	-	1,938
Employer contribution	-	313,531
Total Receivables	-	315,469
TOTAL ASSETS	3,056,810	3,353,141
LIABILITIES		
Accrued expenses	6,761	-
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,050,049	$ 3,353,141

See accompanying notes to financial statements.

Mid-America Packaging Retirement Plan

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

	2012	2011
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
CONTRIBUTIONS		
Employer contributions	$ -	$ 527,645
INVESTMENT INCOME		
Interest and dividends	21,669	102,524
Net appreciation in fair value of investments	107,532	-
Net gain from the Graphic Packaging International, Inc. Master Trust	308,182	-
Total Investment Income	437,383	102,524
TOTAL ADDITIONS	437,383	630,169
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	-	70,963
Benefits paid to participants	659,931	214,673
Administrative expenses	80,544	22,837
TOTAL DEDUCTIONS	740,475	308,473
NET (DECREASE) INCREASE	(303,092)	321,696
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of Year	3,353,141	3,031,445
End of Year	$ 3,050,049	$ 3,353,141

See accompanying notes to financial statements.

Mid-America Packaging Retirement Plan

Statement of Accumulated Plan Benefits As of December 31, 2011

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	
Vested benefits:	
Active participants	$ 3,016,489
Participants currently receiving payments	60,404
Terminated vested participants	94,972
Total vested benefits	3,171,865
Nonvested benefits	160,193
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$ 3,332,058

See accompanying notes to financial statements.

Mid-America 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	$ 3,321,997
Interest, benefits accumulated and gains/losses	1,294,963
Benefits paid	(214,673)
Assumption changes	(1,070,229)
Net Decrease	10,061
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS AT END OF YEAR	$ 3,332,058

See accompanying notes to financial statements.

Mid-America Packaging Retirement Plan

Notes to Financial Statements

A. PLAN DESCRIPTION

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

General. The Plan is a noncontributory defined benefit plan established January 10, 2003. The Plan covers eligible employees who were formerly employed by Mid-America Packaging, LLC who have 1 year of service and are 21 years of age. In January 2012, Mid-America Packaging, LLC was acquired by Graphic Packaging Holding Company. Effective January 15, 2012, Graphic Packaging International, Inc. (the "Company") became the Plan's sponsor.

On June 1, 2012, the Plan entered into the Graphic Packaging International, Inc. Master Trust which is sponsored by the Company.

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Funding Policy. The Company's funding policy is to make contributions to the Plan in amounts sufficient to provide for the participant's 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.

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 age 55 and completed 20 years of service. In most instances, normal retirement benefits are based upon the participant's years of benefit service multiplied by the participant's applicable benefit factor. Early retirement benefits are based upon the participant's earned benefit reduced by .25% for each month prior to normal retirement age. The benefit is not reduced if the participant has attained age 62 and 25 years of service.

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.

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 is entitled to a benefit equal to the amount the participant would have received if they had retired on the first day of the month following death and elected the 50% Joint and Survivor form of payment. If an active participant becomes disabled and has ten years of service, the participant is entitled to receive benefits under the Plan equal to the participant's vested benefit.

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 conformity 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 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 management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could 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.

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 AND INVESTMENTS (UNAUDITED INFORMATION)

At December 31, 2012, 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.

At December 31, 2012 and 2011, the Bank of New York Mellon/BNY Mellon, N.A. ("BNY") and PNC Bank, N.A. ("PNC"), respectively, the trustees of the Plan, holds investment assets and executes transactions therein, and substantially all information pertaining to investments included in the financial statements, have 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.

On June 1, 2012, the Plan entered the Master Trust.

At December 31, 2012, the assets of the Master Trust were held by BNY. The Plan's interest in the net assets of the Master Trust was approximately less than 1% at December 31, 2012.

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

	2012
Investments, at fair value:	
Common/collective trusts	$ 332,021,155
Mutual funds	196,151,145
Common stock	111,447,715
103-12 investment entities	69,751,274
Cash and cash equivalents	2,112,539
Preferred stock	1,131,334
Foreign currency options	79,696
	712,694,858
Foreign currency contracts receivable	169,950
Other receivables	419,786
Total Assets	713,284,594
Liabilities	
Foreign currency contracts payable	169,950
Other payables	192,085
Total Liabilities	362,035
Net Assets Held by the Master Trust	$ 712,922,559

The following presents the investment income for the Master Trust for the year ended December 31, 2012, as certified by BNY:

	2012
Net appreciation (depreciation) in fair value of investments:	
Common/collective trusts	$ 39,386,924
Mutual funds	17,967,629
Common stock	15,278,473
103-12 investment entities	6,348,217
Preferred stock	326,739
Foreign currency contracts	23,978
Foreign currency options	(117,253)
Cash and cash equivalents	(583,692)
	78,631,015
Interest	6,375
Dividends	11,398,237
Total Investment Income	$ 90,035,627

The following presents investments that represent five percent or more of the Master Trust's assets at December 31, 2012:

S&P 500 Flagship	$ 251,482,948
SSGA TIPS Fund	68,549,684
Blackrock High Yield Portfolio	70,742,471
EAFE Choice Fund Class 2	55,915,987
Pimco Total Return Fund	69,492,541

The following presents the unaudited information for 2012 and 2011, as certified by PNC:

	2012	2011
Statement of Net Assets Available for Benefits:		
Mutual funds	$ -	$ 2,968,381
Money market fund	-	62,291
Statement of Changes in Net Assets Available for Benefits:		
Interest and dividends	$ 21,669	$ 102,524
Net appreciation (depreciation) in fair value of investments	107,532	(70,963)

The following presents the Plan's investments that represent five percent or more of the Plan's net assets available for benefits as of December 31, 2011:

Blackrock Funds Equity Dividend Institutional	$ 519,327
Baird Aggregate Bond Fund	497,402
T Rowe Price Growth Stock Fund	440,115
Prudential Jennison 20/20 Focus Fund Class Z	423,173
Western Asset Intermediate Fund	316,830

The Plan's investments (including gains and losses on investments bought, sold, and held during the year) in mutual funds appreciated (depreciated) by $107,532 and ($70,963) for the years ended December 31, 2012 and 2011, respectively.

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 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 a 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.

Money market fund: Valued based on the underlying assets of the fund and is valued based on commercial quotation services.

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.

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. There were no level 3 investments as of December 31, 2012.

December 31, 2012	Level 1	Level 2	Total
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	$ 254,926,746	$ 457,768,112	$ 712,694,858

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2011. There were no Level 3 investments as of December 31, 2011.

December 31, 2011	Level 1	Level 2	Total
Mutual Funds			
Small cap funds	$ 62,346	$ -	$ 62,346
Mid cap funds	154,155	-	154,155
Large cap funds	1,740,093	-	1,740,093
Bond funds	1,011,787	-	1,011,787
Total Mutual Funds	2,968,381	-	2,968,381
Money Market Fund	-	62,291	62,291
Total	$ 2,968,381	$ 62,291	$ 3,030,672

Fair Value of Investments that Calculate Net Asset Value

December 31, 2012	Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Common/Collective Trusts:				
Cash and cash equivalents (1)	$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

(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 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 multiplied by the participant's benefit level, 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:

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 Combined Mortality Table for small plans. In addition, the interest rates used to determine the minimum funding requirements changed to the January 2012 MAP-21 segment rates from the January 2011 segment rates. The interest rate used to determine liabilities under ASC 960 – *Plan Accounting – Defined Benefit Pension Plans* was changed to 8.25% per annum from the November 2010 417(d) segment rates. The retirement rates were updated from 100% at age 65 to a graded table beginning at age 55. Turnover assumptions were added while the prior valuation had no turnover assumptions. The form of payment for active participants was updated from 100% electing a life annuity to 100% electing the lump sum option. The effect of these changes was to decrease the actuarial present value of accumulated plan benefits by $1,348,382.

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 March 24, 2008, that the Plan qualifies in accordance with 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 believe the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan continues to be tax exempt. Therefore, no provision for income taxes has been recorded 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, the Plan incurred and accrued trustee and miscellaneous fees of $23,677, actuary fees of $38,335, and investment management fees of $1,010. During 2011, the Plan incurred administrative expenses of $22,837.

J. PLAN AMENDMENTS

Effective February 29, 2012, the accrued benefit and benefit service was frozen for non-union hourly employees at the Twinsburg, OH, facility with no future increase.

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.

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, line 26 – Schedule of Active Participant Data

Distribution of Active Participant as of January 1, 2012 – Age by Benefit Service

Attained Age	Years of Credited Service										
	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	Total
Under 25	0	5	3	0	0	0	0	0	0	0	8
25 to 29	0	15	18	0	0	0	0	0	0	0	33
30 to 34	0	17	29	0	0	0	0	0	0	0	46
35 to 39	0	18	45	0	0	0	0	0	0	0	63
40 to 44	0	16	55	0	0	0	0	0	0	0	71
45 to 49	0	10	56	0	0	0	0	0	0	0	66
50 to 54	0	10	55	0	0	0	0	0	0	0	65
55 to 59	0	6	52	0	0	0	0	0	0	0	58
60 to 64	0	1	28	0	0	0	0	0	0	0	29
65 to 69	0	0	9	0	0	0	0	0	0	0	9
70 & up	0	0	1	0	0	0	0	0	0	0	1
Total	0	98	351	0	0	0	0	0	0	0	449

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
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 no lookback	
	First Segment Rate:	5.54%
	Second Segment Rate:	6.85%
	Third Segment Rate:	7.52%
	Effective Interest Rate:	6.95%
Prior Year:	3-segment rates with no lookback	
	First Segment Rate:	2.94%
	Second Segment Rate:	5.82%
	Third Segment Rate:	6.46%
	Effective Interest Rate:	6.24%

Maximum funding interest rates and PBGC variable premium rates

Current Year:	First Segment Rate	1.98%
	Second Segment Rate	5.07%
	Third Segment Rate	6.19%
Prior Year PBGC:	First Segment Rate	1.98%
	Second Segment Rate	5.23%
	Third Segment Rate	6.52%
Prior Year Maximum:	First Segment Rate	2.94%
	Second Segment Rate	5.82%
	Third Segment Rate	6.46%

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 2011 PPA Combined Mortality Table for small plans
Non-annuitant	RP-2000 Employees Table projected to 2027	RP-2000 2011 PPA Combined Mortality Table for small plans

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Non-Prescribed Funding Assumptions and Methods

Separation and Retirement

Representative values of the assumed annual rates of withdrawal, early retirement, and normal retirement are as follows:

Current Year:

	Annual Rate	
Age	**Withdrawal**	**Retirement**
25	12.00%	-
30	9.00	-
35	6.10	-
40	5.05	-
45	4.30	-
50	3.55	-
55	4.30	5.00%
56	4.65	1.50
57	5.00	1.50
58	5.20	1.50
59	5.40	1.50
60	5.60	1.50
61	5.80	10.00
62	6.00	10.00
63	6.50	10.00
64	7.00	10.00
65	-	20.00
66	-	20.00
67	-	20.00
68	-	20.00
69	-	20.00
70+	-	100.00

Prior Year: No withdrawal rates. Retirement rates were 100% at age 65.

Termination with Vested Rights

Current Year: Terminations from active status are assumed to commence immediately. 50% of current deferred vested participants are assumed to commence at age 55 and the remaining 50% at age 65.

Prior Year: All terminations were assumed to commence at age 65.

Form of Payment

Current Year: 100% of the active participants are assumed to elect the lump sum option. Current deferred vested participants are assumed to elect the life annuity option.

Prior Year: All participants were assumed to elect a life annuity.

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Statement of Actuarial Assumptions/Methods

Future Expenses

Current Year:	None.
Prior Year:	None.

Loading or Contingency Reserves None.

Spouses' Assumption 85% of participants are assumed to be married. Husbands are assumed to be 4 years older than their wives.

Asset valuation method Market Value of assets with contributions receivable.

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.

Detail

5% Report by asset-single transaction

Valuation	Threshhold
$3,039,609.71	**$151,980.48**

Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	PUR	01/31/12	223,273.210	$223,273.21	$0.00	$0.00	$223,273.21	$223,273.21	$0.00
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	SAL	02/29/12	200,976.810	200,976.81	0.00	0.00	200,976.81	200,976.81	$0.00
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	PUR	05/31/12	3,209,480.840	3,209,480.84	0.00	0.00	3,209,480.84	3,209,480.84	$0.00
BLACKROCK LIQUIDITY FUNDS TEMP FUND INSTITUTIONAL SHRS #24	SAL	06/30/12	3,261,693.400	3,261,693.40	0.00	0.00	3,261,693.40	3,261,693.40	$0.00
BAIRD AGGREGATE BOND FUND FD #72	SAL	05/31/12	56,219.272	609,979.10	0.00	0.00	586,480.13	599,582.55	$23,498.97
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	05/31/12	24,929.727	461,449.25	0.00	0.00	421,292.25	453,673.70	$40,157.00
T ROWE PRICE GROWTH STOCK FD # 40	SAL	05/31/12	13,173.263	466,333.51	0.00	0.00	380,496.70	419,304.96	$85,836.81
PRUDENTIAL JENNISON 20/20 FOCUS FUND #451 CLASS Z	SAL	05/31/12	27,407.606	433,040.17	0.00	0.00	428,793.12	423,173.44	$4,247.05
WESTERN ASSET INTERMEDIATE BOND FUND CLASS I FD #224	SAL	05/31/12	29,817.968	327,699.47	0.00	0.00	305,727.42	320,882.47	$21,972.05

2 PURCHASES FOR	**$3,432,754.05**	**TOTAL ISSUE AGGREGATE**	**$9,193,925.76**
7 SALES FOR	**$5,761,171.71**		

Detail

5% Report by asset-aggregate

Valuation	Threshhold
$3,039,609.71	**$151,980.48**

Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
BAIRD AGGREGATE BOND FUND	PUR	01/27/12	124.689	$1,329.18	$0.00	$0.00	$1,329.18	$1,329.18	$0.00
FD #72	PUR	02/02/12	5,586.592	60,000.00	0.00	0.00	60,000.00	60,000.00	0.00
	PUR	02/29/12	181.130	1,950.77	0.00	0.00	1,950.77	1,950.77	0.00
	PUR	03/28/12	166.398	1,782.12	0.00	0.00	1,782.12	1,782.12	0.00
	PUR	03/28/12	3,261.883	35,000.00	0.00	0.00	35,000.00	35,000.00	0.00
	PUR	04/27/12	194.145	2,092.88	0.00	0.00	2,092.88	2,092.88	0.00
	PUR	05/30/12	175.073	1,892.54	0.00	0.00	1,892.54	1,892.54	0.00
	SAL	05/31/12	56,219.272	609,979.10	0.00	0.00	586,480.13	599,582.55	23,498.97
	SAL	06/04/12	175.073	1,899.54	0.00	0.00	1,826.36	1,867.17	73.18
	7 PURCHASES FOR			**$104,047.49**	**TOTAL ISSUE AGGREGATE**			**$715,926.13**	
	2 SALES FOR			**$611,878.64**					
BLACKROCK FUNDS	PUR	02/23/12	13.381	$256.24	$0.00	$0.00	$256.24	$256.24	$0.00
EQUITY DIVIDEND INSTITUTIONAL	PUR	03/22/12	12.600	246.58	0.00	0.00	246.58	246.58	0.00
CLASS FUND 383	SAL	03/28/12	2,540.650	50,000.00	0.00	0.00	42,896.14	46,217.11	7,103.86
	SAL	04/03/12	1,262.626	25,000.00	0.00	0.00	21,318.08	22,968.50	3,681.92
	PUR	04/19/12	130.934	2,536.20	0.00	0.00	2,536.20	2,536.20	0.00
	PUR	04/23/12	13.710	266.12	0.00	0.00	266.12	266.12	0.00
	PUR	05/22/12	12.231	227.00	0.00	0.00	227.00	227.00	0.00
	SAL	05/31/12	24,929.727	461,449.25	0.00	0.00	421,292.25	453,673.70	40,157.00
	5 PURCHASES FOR			**$3,532.14**	**TOTAL ISSUE AGGREGATE**			**$539,981.39**	
	3 SALES FOR			**$536,449.25**					
T ROWE PRICE GROWTH STOCK	SAL	04/03/12	653.766	$25,000.00	$0.00	$0.00	$18,883.39	$20,809.37	$6,116.61
FD # 40	SAL	05/31/12	13,173.263	466,333.51	0.00	0.00	380,496.70	419,304.96	85,836.81
	0 PURCHASES FOR			**$0.00**	**TOTAL ISSUE AGGREGATE**			**$491,333.51**	
	2 SALES FOR			**$491,333.51**					
PRUDENTIAL JENNISON 20/20	SAL	05/31/12	27,407.606	$433,040.17	$0.00	$0.00	$428,793.12	$423,173.44	$4,247.05

Detail

5% Report by asset-aggregate (continued)

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
	0 PURCHASES FOR			**$0.00**	**TOTAL ISSUE AGGREGATE**			**$433,040.17**	
	1 SALES FOR			**$433,040.17**					
T ROWE PRICE REAL ESTATE FUND	PUR	02/02/12	6,828.528	$135,000.00	$0.00	$0.00	$135,000.00	$135,000.00	$0.00
FD #122	PUR	03/29/12	36.947	751.14	0.00	0.00	751.14	751.14	0.00
	SAL	05/31/12	6,865.475	136,897.57	0.00	0.00	135,751.14	135,751.14	1,146.43
	2 PURCHASES FOR			**$135,751.14**	**TOTAL ISSUE AGGREGATE**			**$272,648.71**	
	1 SALES FOR			**$136,897.57**					
WESTERN ASSET INTERMEDIATE BOND	PUR	01/04/12	117.389	$1,263.11	$0.00	$0.00	$1,263.11	$1,263.11	$0.00
FUND CLASS I FD #224	PUR	02/02/12	63.223	688.50	0.00	0.00	688.50	688.50	0.00
	PUR	03/02/12	63.781	697.13	0.00	0.00	697.13	697.13	0.00
	PUR	04/03/12	70.071	763.78	0.00	0.00	763.78	763.78	0.00
	PUR	05/03/12	58.329	639.87	0.00	0.00	639.87	639.87	0.00
	SAL	05/31/12	29,817.968	327,699.47	0.00	0.00	305,727.42	320,882.47	21,972.05
	PUR	06/04/12	59.849	658.94	0.00	0.00	658.94	658.94	0.00
	SAL	06/06/12	59.849	658.34	0.00	0.00	658.94	658.94	- 0.60
	6 PURCHASES FOR			**$4,711.33**	**TOTAL ISSUE AGGREGATE**			**$333,069.14**	
	2 SALES FOR			**$328,357.81**					
BLACKROCK LIQUIDITY FUNDS	PUR	01/31/12	223,273.210	$223,273.21	$0.00	$0.00	$223,273.21	$223,273.21	$0.00
TEMP FUND INSTITUTIONAL SHRS #24	SAL	02/29/12	200,976.810	200,976.81	0.00	0.00	200,976.81	200,976.81	0.00
	SAL	03/31/12	24,091.210	24,091.21	0.00	0.00	24,091.21	24,091.21	0.00
	SAL	04/30/12	3,910.680	3,910.68	0.00	0.00	3,910.68	3,910.68	0.00
	PUR	05/31/12	3,209,480.840	3,209,480.84	0.00	0.00	3,209,480.84	3,209,480.84	0.00
	SAL	06/30/12	3,261,693.400	3,261,693.40	0.00	0.00	3,261,693.40	3,261,693.40	0.00
	SAL	07/31/12	11,372.890	11,372.89	0.00	0.00	11,372.89	11,372.89	0.00
	2 PURCHASES FOR			**$3,432,754.05**	**TOTAL ISSUE AGGREGATE**			**$6,934,799.04**	
	5 SALES FOR			**$3,502,044.99**					

Detail

Broker commission report

Broker/party Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss

NO ACTIVITY THIS PERIOD

Detail

5% Report by broker-securities

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
MUTUAL FUND AGENT									
ASTON TAMRO SMALL CAP FUND CL I	SAL	05/31/12	3,348.348	$66,196.84	$0.00	$0.00	$70,496.77	$62,346.24	- $4,299.93
ARTISAN FDS INC INTERNATIONAL FUND #661 INV CLASS	SAL	05/31/12	4,782.859	99,148.67	0.00	0.00	115,714.89	94,844.09	- 16,566.22
ARTISAN MID CAP VALUE FUND FD #1464	SAL	05/31/12	3,685.964	73,203.25	0.00	0.00	70,466.97	72,613.49	2,736.28
BAIRD AGGREGATE BOND FUND FD #72	PUR	02/02/12	5,586.592	60,000.00	0.00	0.00	60,000.00	60,000.00	0.00
BAIRD AGGREGATE BOND FUND FD #72	PUR	03/28/12	3,261.883	35,000.00	0.00	0.00	35,000.00	35,000.00	0.00
BAIRD AGGREGATE BOND FUND FD #72	SAL	05/31/12	56,219.272	609,979.10	0.00	0.00	586,480.13	599,582.55	23,498.97
BAIRD AGGREGATE BOND FUND FD #72	SAL	06/04/12	175.073	1,899.54	0.00	0.00	1,826.36	1,867.17	73.18
BARON ASSET FUND FD #585	SAL	01/19/12	322.000	15,340.08	0.00	0.00	16,497.67	14,715.40	- 1,157.59
BARON ASSET FUND CLASS INS	SAL	05/31/12	1,449.432	70,746.78	0.00	0.00	74,920.02	74,920.02	- 4,173.24
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	02/23/12	0.748	8.91	0.00	0.00	8.91	8.91	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	03/22/12	0.714	8.43	0.00	0.00	8.43	8.43	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	04/23/12	0.751	8.98	0.00	0.00	8.98	8.98	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	05/22/12	0.725	8.74	0.00	0.00	8.74	8.74	0.00

Detail

5% Report by broker-securities (continued)

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	SAL	05/31/12	8,388.890	100,834.46	0.00	0.00	92,814.52	97,988.27	8,019.94
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	SAL	06/06/12	59.868	726.20	0.00	0.00	722.01	722.01	4.19
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	02/23/12	13.381	256.24	0.00	0.00	256.24	256.24	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	03/22/12	12.600	246.58	0.00	0.00	246.58	246.58	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	03/28/12	2,540.650	50,000.00	0.00	0.00	42,896.14	46,217.11	7,103.86
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	04/03/12	1,262.626	25,000.00	0.00	0.00	21,318.08	22,968.50	3,681.92
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	04/23/12	13.710	266.12	0.00	0.00	266.12	266.12	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	05/22/12	12.231	227.00	0.00	0.00	227.00	227.00	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	05/31/12	24,929.727	461,449.25	0.00	0.00	421,292.25	453,673.70	40,157.00
DODGE & COX INTERNATIONAL STOCK FUND	SAL	05/31/12	2,992.235	84,620.41	0.00	0.00	109,921.21	87,492.95	- 25,300.80
FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	SAL	05/31/12	10,541.515	102,568.94	0.00	0.00	104,086.10	101,533.21	- 1,517.16

Detail

5% Report by broker-securities (continued)

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party Asset description	Tran type	Settle date	Shares/units	Purchase/sale Cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	SAL	06/06/12	27.520	266.39	0.00	0.00	267.77	267.77	- 1.38
HARBOR INTERNATIONAL FUND CLASS INS	SAL	05/31/12	2,211.389	117,557.44	0.00	0.00	136,675.78	115,987.35	- 19,118.34
T ROWE PRICE GROWTH STOCK FD # 40	SAL	04/03/12	653.766	25,000.00	0.00	0.00	18,883.39	20,809.37	6,116.61
T ROWE PRICE GROWTH STOCK FD # 40	SAL	05/31/12	13,173.263	466,333.51	0.00	0.00	380,496.70	419,304.96	85,836.81
PRUDENTIAL JENNISON 20/20 FOCUS FUND #451 CLASS Z	SAL	05/31/12	27,407.606	433,040.17	0.00	0.00	428,793.12	423,173.44	4,247.05
RS EMERGING MARKETS FUND CLASS Y	SAL	05/31/12	2,791.501	59,682.29	0.00	0.00	61,179.39	61,179.39	- 1,497.10
T ROWE PRICE REAL ESTATE FUND FD #122	PUR	02/02/12	6,828.528	135,000.00	0.00	0.00	135,000.00	135,000.00	0.00
T ROWE PRICE REAL ESTATE FUND FD #122	SAL	05/31/12	6,865.475	136,897.57	0.00	0.00	135,751.14	135,751.14	1,146.43
WESTERN ASSET INTERMEDIATE BOND FUND CLASS I FD #224	SAL	05/31/12	29,817.968	327,699.47	0.00	0.00	305,727.42	320,882.47	21,972.05
WESTERN ASSET INTERMEDIATE BOND FUND CLASS I FD #224	SAL	06/06/12	59.849	658.34	0.00	0.00	658.94	658.94	- 0.60
11 PURCHASES FOR				**$231,031.00**	**TOTAL ISSUE AGGREGATE**			**$3,559,879.70**	
23 SALES FOR				**$3,328,848.70**					

Detail

5% Report by broker-nonsecurities

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party asset description	Tran type	Settle date	Shares/units	Purchase/sale cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
MUTUAL FUND AGENT									
ASTON TAMRO SMALL CAP FUND CL I	SAL	05/31/12	3,348.348	$66,196.84	$0.00	$.000.00	$70,496.77	$62,346.24	- $4,299.93
ARTISAN FDS INC INTERNATIONAL FUND #661 INV CLASS	SAL	05/31/12	4,782.859	99,148.67	0.00	.000.00	115,714.89	94,844.09	- 16,566.22
ARTISAN MID CAP VALUE FUND FD #1464	SAL	05/31/12	3,685.964	73,203.25	0.00	.000.00	70,466.97	72,613.49	2,736.28
BAIRD AGGREGATE BOND FUND FD #72	PUR	02/02/12	5,586.592	60,000.00	0.00	.000.00	60,000.00	60,000.00	0.00
BAIRD AGGREGATE BOND FUND FD #72	PUR	03/28/12	3,261.883	35,000.00	0.00	.000.00	35,000.00	35,000.00	0.00
BAIRD AGGREGATE BOND FUND FD #72	SAL	05/31/12	56,219.272	609,979.10	0.00	.000.00	586,480.13	599,582.55	23,498.97
BAIRD AGGREGATE BOND FUND FD #72	SAL	06/04/12	175.073	1,899.54	0.00	.000.00	1,826.36	1,867.17	73.18
BARON ASSET FUND FD #585	SAL	01/19/12	322.000	15,340.08	0.00	.000.00	16,497.67	14,715.40	- 1,157.59
BARON ASSET FUND CLASS INS	SAL	05/31/12	1,449.432	70,746.78	0.00	.000.00	74,920.02	74,920.02	- 4,173.24
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	02/23/12	0.748	8.91	0.00	.000.00	8.91	8.91	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	03/22/12	0.714	8.43	0.00	.000.00	8.43	8.43	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	04/23/12	0.751	8.98	0.00	.000.00	8.98	8.98	0.00
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	PUR	05/22/12	0.725	8.74	0.00	.000.00	8.74	8.74	0.00

Detail

5% Report by broker-nonsecurities (continued)

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party asset description	Tran type	Settle date	Shares/units	Purchase/sale cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	SAL	05/31/12	8,388.890	100,834.46	0.00	.000.00	92,814.52	97,988.27	8,019.94
BLACKROCK INFLATION PROTECTED BD PORTFOLIO INST CLASS FD #360	SAL	06/06/12	59.868	726.20	0.00	.000.00	722.01	722.01	4.19
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	02/23/12	13.381	256.24	0.00	.000.00	256.24	256.24	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	03/22/12	12.600	246.58	0.00	.000.00	246.58	246.58	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	03/28/12	2,540.650	50,000.00	0.00	.000.00	42,896.14	46,217.11	7,103.86
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	04/03/12	1,262.626	25,000.00	0.00	.000.00	21,318.08	22,968.50	3,681.92
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	04/23/12	13.710	266.12	0.00	.000.00	266.12	266.12	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	PUR	05/22/12	12.231	227.00	0.00	.000.00	227.00	227.00	0.00
BLACKROCK FUNDS EQUITY DIVIDEND INSTITUTIONAL CLASS FUND 383	SAL	05/31/12	24,929.727	461,449.25	0.00	.000.00	421,292.25	453,673.70	40,157.00
DODGE & COX INTERNATIONAL STOCK FUND	SAL	05/31/12	2,992.235	84,620.41	0.00	.000.00	109,921.21	87,492.95	- 25,300.80
FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	SAL	05/31/12	10,541.515	102,568.94	0.00	.000.00	104,086.10	101,533.21	- 1,517.16

Detail

5% Report by broker-nonsecurities (continued)

	Valuation	Threshhold
	$3,039,609.71	**$151,980.48**

Broker/party asset description	Tran type	Settle date	Shares/units	Purchase/sale cost/proceeds	Broker commission	Other expense	Cost of asset	Previous annual market	Net gain/loss
FIDELITY ADVISOR FLOATING HIGH INCOME FUND I FUND #279	SAL	06/06/12	27.520	266.39	0.00	.000.00	267.77	267.77	- 1.38
HARBOR INTERNATIONAL FUND CLASS INS	SAL	05/31/12	2,211.389	117,557.44	0.00	.000.00	136,675.78	115,987.35	- 19,118.34
T ROWE PRICE GROWTH STOCK FD # 40	SAL	04/03/12	653.766	25,000.00	0.00	.000.00	18,883.39	20,809.37	6,116.61
T ROWE PRICE GROWTH STOCK FD # 40	SAL	05/31/12	13,173.263	466,333.51	0.00	.000.00	380,496.70	419,304.96	85,836.81
PRUDENTIAL JENNISON 20/20 FOCUS FUND #451 CLASS Z	SAL	05/31/12	27,407.606	433,040.17	0.00	.000.00	428,793.12	423,173.44	4,247.05
RS EMERGING MARKETS FUND CLASS Y	SAL	05/31/12	2,791.501	59,682.29	0.00	.000.00	61,179.39	61,179.39	- 1,497.10
T ROWE PRICE REAL ESTATE FUND FD #122	PUR	02/02/12	6,828.528	135,000.00	0.00	.000.00	135,000.00	135,000.00	0.00
T ROWE PRICE REAL ESTATE FUND FD #122	SAL	05/31/12	6,865.475	136,897.57	0.00	.000.00	135,751.14	135,751.14	1,146.43
WESTERN ASSET INTERMEDIATE BOND FUND CLASS I FD #224	SAL	05/31/12	29,817.968	327,699.47	0.00	.000.00	305,727.42	320,882.47	21,972.05
WESTERN ASSET INTERMEDIATE BOND FUND CLASS I FD #224	SAL	06/06/12	59.849	658.34	0.00	.000.00	658.94	658.94	- 0.60
	11 PURCHASES FOR			**$231,031.00**	**TOTAL ISSUE AGGREGATE**			**$3,559,879.70**	
	23 SALES FOR			**$3,328,848.70**					

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

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
MID-AMERICA PACKAGING RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 098

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: [X] Single [ ] Multiple-A [ ] Multiple-B

F Prior year plan size: [ ] 100 or fewer [X] 101-500 [ ] More than 500

Part I Basic Information

1	Enter the valuation date: Month 01 Day 01 Year 2012			
2	Assets:			
	a Market value	2a		3349414
	b Actuarial value	2b		3349414
3	Funding target/participant count breakdown:		(1) Number of participants	(2) Funding Target
	a For retired participants and beneficiaries receiving payment	3a	5	67453
	b For terminated vested participants	3b	33	112166
	c For active participants:			
	(1) Non-vested benefits	3c(1)		117700
	(2) Vested benefits	3c(2)		2373724
	(3) Total active	3c(3)	449	2491424
	d Total	3d	487	2671043
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		6.95%
6	Target normal cost	6		261276

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

Kelly Q. Branham
Signature of actuary

09/24/2013
Date

KELLY Q. BRANHAM
Type or print name of actuary

1105192
Most recent enrollment number

BUCK CONSULTANTS, LLC
Firm name

770-855-2488
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 1.07%		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		15187
	b Interest on (a) using prior year's effective interest rate of 6.24% except as otherwise provided (see instructions)		948
	c Total available at beginning of current plan year to add to prefunding balance		16135
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections		0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages

14	Funding target attainment percentage	14	125.39%
15	Adjusted funding target attainment percentage	15	125.39%
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	91.09%
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
			Totals ► 18(b)	0	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	0

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:	2nd segment:	3rd segment:	☐ N/A, full yield curve used
5.54%	6.85%	7.52%	

b Applicable month (enter code)	21b	0
22 Weighted average retirement age	22	65

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	261276
b Excess assets, if applicable, but not greater than line 31a	31b	261276

32 Amortization installments:

	Outstanding Balance	Installment
a Net shortfall amortization installment	0	0
b Waiver amortization installment		

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)	34	0

	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement			0

36 Additional cash requirement (line 34 minus line 35)	36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	0

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

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, line 22 –
Description of Weighted Average Retirement Age

Age	Rate of Retirement	Number of Lives	Number retiring	Weighted average
		1.0000		
55	5.0%	0.9500	0.0500	**2.7500**
56	1.5%	0.9358	0.0143	**0.7980**
57	1.5%	0.9217	0.0140	**0.8001**
58	1.5%	0.9079	0.0138	**0.8019**
59	1.5%	0.8943	0.0136	**0.8035**
60	1.5%	0.8809	0.0134	**0.8048**
61	10.0%	0.7928	0.0881	**5.3732**
62	10.0%	0.7135	0.0793	**4.9152**
63	10.0%	0.6421	0.0713	**4.4950**
64	10.0%	0.5779	0.0642	**4.1097**
65	20.0%	0.4623	0.1156	**7.5131**
66	20.0%	0.3699	0.0925	**6.1029**
67	20.0%	0.2959	0.0740	**4.9563**
68	20.0%	0.2367	0.0592	**4.0242**
69	20.0%	0.1894	0.0473	**3.2667**
70	100.0%	0.0000	0.1894	**13.2563**
			1.0000	**64.7710**

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Summary of Plan Provisions

Effective Date

January 10, 2003, as amended and restated effective January 1, 2007 and reflects amendments adopted through May 18, 2012.

Participation in Plan

An Employee shall be eligible to become an active participant in the plan on the effective date or on any January 1st or July 1st thereafter after meeting all of the following requirements:

- He is a member of the covered group of employees to which the plan has extended coverage as shown in Supplement A.
- He has attained twenty-one (21) years of age
- He has completed at least one Year of Service

Definitions

Benefit Service	Benefit Service means the number of years and months between the later of the Effective Date and an Employee's date of hire (or rehire date, if applicable) to the date he or she terminates employment. Participants will be granted one-twelfth of a year of benefit service for each full or partial calendar month of employment. Benefit service for participants at the Twinsburg location was frozen effective February 29, 2012.
Year of Service	A Year of Service means the number of years and fractions thereof between an Employee's date of hire (or rehire date, if applicable) and the date he or she terminates employment.

Benefits

Accrued Benefit	A monthly benefit equal to the benefit level shown in Supplement B multiplied by the participant's Benefit Service.

Normal Retirement Benefit

Condition for Benefit	Normal Retirement Date – first day of the month coincident with or following the date the participant attains age 65.
Amount of Benefit	Accrued Benefit.

Delayed Retirement Benefit

Condition for Benefit	Delayed Retirement Date – after Normal Retirement Date, first day of the month following the participant's last day of employment.
Amount of Benefit	Accrued Benefit based on the participant's Benefit Service at the Delayed Retirement Date.

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Summary of Plan Provisions

Early Retirement Benefit

Condition for Benefit	Early Retirement Date – first day of the month after both attaining age 55 and completion of twenty (20) Years of Service.
Amount of Benefit	Accrued Benefit reduced by 0.25% for each month the Early Retirement Date precedes the Normal Retirement Date. The Accrued Benefit is not reduced if the participant has attained age 62 and 25 Years of Service at his Early Retirement Date.

Vested Termination Benefit

Condition for Benefit	Five (5) Years of Service.
Amount of Benefit	Accrued Benefit deferred to age 65. The participant may elect to receive a reduced benefit after attaining age 55 but the Accrued Benefit will be reduced in accordance with the table outlined in Supplement C.

Disability Retirement Benefit

Condition for Benefit	A Participant who has both (a) become disabled during the period he is an active Employee, (b) completed 10 years of Vesting Service and (c) the disability has continued for a period of at least six (6) months.
Amount of Benefit	Accrued Benefit as of the date he or she terminates employment with no reduction for commencement prior to Normal Retirement Age.

Spouse's Benefit

Condition for Benefit	Death prior to retirement after becoming eligible for a deferred vested benefit.
Amount of Benefit	The Accrued Benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected the Qualified Joint and Survivor annuity. The benefit is payable in the form of a life annuity to the spouse commencing on the later of the participant's Normal Retirement Date or date of death. The spouse may elect commencement of the benefit as early as the participant's Early Retirement Date subject to the early retirement reduction factors.

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 Payment

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

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Summary of Plan Provisions

Optional Forms of Payment In Lieu of Normal Form

A Participant may elect the following actuarially equivalent optional forms of payment:

- 50% joint and survivor annuity
- 100% joint and survivor annuity
- 10 years certain and life annuity
- Level income option
- A single lump sum payment

Optional Form Conversion Factors

Interest rate:	Section 417(e)(3)(C) of the Code for the second 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

Contributions

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

Summary of plan changes from the January 1, 2011 Valuation

- The accrued benefit for participants in the Twinsburg location was frozen as of February 29, 2012.

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, Part V – Summary of Plan Provisions

Supplement A: Eligibility

The following groups of Employees are Covered Employees as of the Effective Date:

Facility	Eligible Employees
Pine Bluff Bag Plant	Employees represented by Local Number 5-0619 of the Paper Allied-Industrial, Chemical and Energy Workers International Union
Pine Bluff Mill	Employees represented by Local Numbers 5-935 and 5-936 of the Paper Allied-Industrial, Chemical and Energy Workers International Union
Twinsburg Plant	Hourly paid employees

Supplement B: Benefit Levels

The Benefit Levels attributable to Benefit Service for the following groups of Covered Employees are as follows:

PINE BLUFF BAG PLANT		
Participant's Employment Terminates on or after	**Participant's Employment Terminates no later than**	**Benefit Level**
January 10, 2003	December 31, 2003	$17.50
January 1, 2004	December 31, 2004	$18.00
January 1, 2005	December 31, 2005	$18.50
January 1, 2006	December 31, 2006	$19.00
January 1, 2007	December 31, 2007	$19.50
January 1, 2008	December 31, 2008	$20.00
January 1, 2009	December 31, 2009	$20.50
January 1, 2010		$21.00

PINE BLUFF MILL		
Participant's Employment Terminates on or after	**Participant's Employment Terminates no later than**	**Benefit Level**
January 10, 2003	December 31, 2003	$25.50
January 1, 2004	December 31, 2004	$26.00
January 1, 2005	December 31, 2005	$26.50
January 1, 2006	December 31, 2006	$27.00
January 1, 2007	December 31, 2007	$27.50
January 1, 2008	December 31, 2008	$28.00
January 1, 2009	December 31, 2009	$28.50
January 1, 2010	December 31, 2010	$29.00
January 1, 2011		$29.50

TWINSBURG PLANT		
Participant's Employment Terminates on or after	**Participant's Employment Terminates no later than**	**Benefit Level**
January 10, 2003	December 31, 2003	$13.00
January 1, 2004	December 31, 2004	$13.50
January 1, 2005	December 31, 2005	$14.00
January 1, 2006	December 31, 2006	$14.50
January 1, 2007	December 31, 2007	$15.00
January 1, 2008		$15.50

Supplement C: Vested Benefits Reduction factor

The monthly deferred vested benefit payable to a participant before age 65 is reduced based on the following table:

Participant's Age at Benefit Commencement	Percentage of Benefit Payable
65	100.00%
64	90.90%
63	82.88%
62	75.80%
61	69.50%
60	63.89%
59	58.87%
58	54.36%
57	50.31%
56	46.64%
55	43.31%

Mid-America Packaging Retirement Plan
EIN: 84-0772929; PN: 098
Schedule SB, line 24 – Change in Assumptions

- The retirement rates were updated from 100% at age 65 to a graded table beginning at age 55.
- Turnover assumptions were added while the prior valuation had no turnover assumptions.
- Immediate commencement upon termination is assumed for active participants. For terminated vested participants, 50% are assumed to commence at age 55 and the rest at 65. Previously all participants were assumed to commence at age 65.
- The form of payment for active participants was updated from 100% electing a life annuity to 100% electing the lump sum option.