

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
		2015
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶ <u>018</u> 1c Effective date of plan <u>10/01/1997</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>WESTROCK RKT COMPANY</u> <u>504 THRASHER STREET</u> <u>NORCROSS, GA 30071</u>	2b Employer Identification Number (EIN) <u>62-0342590</u> 2c Plan Sponsor's telephone number <u>770-448-2193</u> 2d Business code (see instructions) <u>322200</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	08/15/2016	JOHN STAKEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 ROCK-TENN COMPANY	4b EIN 62-0342590 4c PN 018
5 Total number of participants at the beginning of the plan year	5 24537
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 20884
a(2) Total number of active participants at the end of the plan year	6a(2) 20699
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits.....	6c 3450
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 24149
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 115
f Total. Add lines 6d and 6e	6f 24264
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 19962
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 219
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶	018
C Plan sponsor's name as shown on line 2a of Form 5500 WESTROCK RKT COMPANY	D Employer Identification Number (EIN) 62-0342590	

Part I	Service Provider Information (see instructions)
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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)

WELLS FARGO BANK, NA

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 18 21 25 37 50	NONE	1374548	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

MERCER

61-0736136

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 50	NONE	520947	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MORNINGSTAR ASSOCIATES, LLC

36-4317381

(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?
27 51	NONE	79846	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)

ROCATON INVESTMENTS

04-3638035

(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?
27 50	NONE	18400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

QDRO CONSULTING

34-1820650

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	9600	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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan ROCK-TENN COMPANY 401K RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	018
C Plan sponsor's name as shown on line 2a of Form 5500 WESTROCK RKT COMPANY	D Employer Identification Number (EIN) 62-0342590	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	331475	1267871
	(2) Participant contributions	1b(2)	399518	3423476
	(3) Other.....	1b(3)		1100120253
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	36721140	39409851
	(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)	1400142744	1360593033
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1437594877	2504814484

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1437594877	2504814484
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	32335065	
(B) Participants	2a(1)(B)	79779856	
(C) Others (including rollovers)	2a(1)(C)	6423523	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		118538444

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	1877035	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1877035

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

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

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		-4877135
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		115538344

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	143694347	
(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)		143694347
f Corrective distributions (see instructions)	2f		26961
g Certain deemed distributions of participant loans (see instructions)	2g		2761181
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	2008525	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		2008525
j Total expenses. Add all expense amounts in column (b) and enter total	2j		148491014

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-32952670
l Transfers of assets:			
(1) To this plan	2l(1)		1100371281
(2) From this plan	2l(2)		199004

Part III Accountant's Opinion

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

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

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

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

☒ Yes ☐ No

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

(1) Name: MOORE COLSON & COMPANY, PC

(2) EIN: 58-1653941

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		X		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		X		

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			15000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	X			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	X			
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

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)
RTS PACKAGING LLC 401K RSP	58-2323235	002

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>41-6257133</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2015
v. 150123

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
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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): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

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

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

**AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED
DECEMBER 31, 2015**

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Administrative Committee
Rock-Tenn Company 401(k) Retirement Savings Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Rock-Tenn Company 401(k) Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, 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 Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the Trustee, as of December 31, 2015 and 2014 and for the year ended December 31, 2015, that the information provided to the Plan administrator by the Trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

The supplemental schedule, Schedule of Assets (Held at End of Year) as of December 31, 2015, is required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on this supplemental schedule.

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

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Moore, Colson + Company, P.C.

Marietta, Georgia
July 27, 2016

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2015 AND 2014

	<u>2015</u>	<u>2014</u>
<u>ASSETS</u>		
INVESTMENT IN ROCK-TENN COMPANY 401(K) AND RTS PACKAGING, LLC 401(K) MASTER TRUST (Note 3)	\$ 1,360,593,033	\$ 1,400,142,744
RECEIVABLES:		
Participant contributions	3,423,476	399,518
Employer contributions	1,267,871	331,475
Assets in-transit from merged plans (Note 1)	1,100,120,253	-
Notes receivable from participants	<u>39,409,851</u>	<u>36,721,140</u>
Total receivables	<u>1,144,221,451</u>	<u>37,452,133</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,504,814,484</u>	<u>\$ 1,437,594,877</u>

See notes to financial statements.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2015

ADDITIONS TO NET ASSETS ATTRIBUTED TO:

Contributions:

Participants	\$ 79,779,856
Employer	32,335,065
Rollovers	<u>6,423,523</u>
Total contributions	<u>118,538,444</u>

Interest from notes receivable from participants	<u>1,877,035</u>
--	------------------

Total additions	<u>120,415,479</u>
-----------------	--------------------

DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:

Plan interest in Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust investment loss	4,877,135
Withdrawals and payments to participants	146,482,489
Administrative expenses	<u>2,008,525</u>
Total deductions	<u>153,368,149</u>

NET DECREASE	(32,952,670)
--------------	--------------

NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF THE YEAR	1,437,594,877
---	---------------

ASSETS IN-TRANSIT FROM MERGED PLANS (Note 1)	1,100,120,253
---	---------------

ASSETS TRANSFERRED FROM QUALIFIED PLAN	<u>52,024</u>
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NET ASSETS AVAILABLE FOR BENEFITS, END OF THE YEAR	<u>\$ 2,504,814,484</u>
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See notes to financial statements.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN

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

A. General

The Plan became effective on October 1, 1997 as the “Rock-Tenn Company 401(k) Retirement Savings Plan for Salaried and Non-Union Hourly Employees” and was amended and restated effective July 15, 2010, at which time the name of the Plan was changed to the “Rock-Tenn Company 401(k) Retirement Savings Plan” and the following defined contribution plans were merged with and into the Plan: (i) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Wage Hour Employees, (ii) the Rock-Tenn Company 401(k) Retirement Savings Plan for Certain Collectively Bargained Employees, (iii) the Southern Container Corp. Manufacturing Employees 401(k) Pension Plan and (iv) the Solvay Paperboard LLC Plan. Effective July 1, 2015, following a merger combination of Rock-Tenn Company and MeadWestvaco Corporation, WestRock Company was formed, and WestRock Company and participating subsidiaries (collectively the “Company”) or (“Plan Sponsor”) assumed the role of Plan Sponsor and Administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”). The Administrative Committee oversees governance of the Plan. The Plan’s Investment Committee determines the appropriateness of the Plan’s investment offerings, monitors investment performance, and reports to the Plan’s Administrative Committee.

Effective December 31, 2015, the MeadWestvaco Corporation Savings and Employee Stock Ownership Plan for Salaried and Non-Bargained Hourly Employees, the MeadWestvaco Corporation Savings and Employee Stock Ownership Plan for Bargained Hourly Employees, the SP Fiber Technologies Hourly Savings Plan, and the SP Fiber Technologies Retirement Savings Plan merged with and into the Plan. At December 31, 2015, assets totaling \$1,100,120,253 were in-transit to the Plan in connection with the merger and were received by the Plan on January 4, 2016.

Effective January 1, 2016, the Plan was formally restated, and its name changed to WestRock Company 401(k) Retirement Savings Plan.

B. Administration

Plan assets were held under contract by Wells Fargo Bank, N.A. as of December 31, 2015 and 2014 (the “Trustee”), who maintained individual accounts reflecting each participant’s respective interest in the value of the Plan’s net assets. Effective January 1, 2016, Great-West Trust Company, LLC was engaged as the Trustee and custodian of the Plan, and Empower Retirement became the Plan’s recordkeeper.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN (Continued)

B. Administration (Continued)

Until December 31, 2015, the Plan's investments were held in the Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust ("Master Trust"). The Master Trust holds investments on behalf of the Rock-Tenn Company 401(k) Retirement Savings Plan, the RTS Packaging, LLC 401(k) Retirement Savings Plan, and the RockTenn Retail Solutions 401(k) Retirement Savings Plan. On January 1, 2016, the Plan's investments were transferred to the WestRock Company 401(k) Retirement Savings Plan Trust (Note 3).

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

C. Eligibility

In general, until December 31, 2015, employees were eligible to participate in the Plan after completing a minimum service period of two months, and temporary employees were eligible to participate after completing 1,000 hours of service in a 12 month period. Effective January 1, 2016, the minimum service period was changed to one month, and temporary employees are eligible after one year of service. Until December 31, 2015, collectively bargained employees, as defined by the Plan, were generally eligible to participate after having completed a minimum service period of one year, subject to certain exclusions stated in the Plan document. Effective January 1, 2016, collectively bargained employees are generally eligible to participate after having completed a minimum service period of ninety days. An employee's service with a predecessor employer acquired by or merged with the Company or service with RTS Packaging Services, LLC, will be taken into account for the purposes of determining an employee's eligibility to participate in the Plan.

D. Contributions

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

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN (Continued)

D. Contributions (Continued)

Outside of the automatic enrollment process, participants may make before-tax or Roth contributions between a minimum of 1% and a maximum of 75% of eligible compensation, as defined by the Plan, to the Plan through salary deferrals, subject to certain maximum limitations under the Internal Revenue Code ("IRC"). Participants who have or will attain age 50 on or before the end of the year are eligible to make catch-up contributions to the Plan. Employees can request to make a rollover contribution to the Plan before meeting the participation requirement of the Plan.

For each pay period that a participant makes contributions to the Plan, the Company makes a matching contribution. Until December 31, 2015, matching contributions for the participants that were not a part of a collectively bargained agreement were based on whether a participant also accrued benefits under the Company's pension plan (the "Pension"). For those participants who accrued benefits under the Pension, the matching contribution was 50% of the participant's contribution up to 6% of eligible compensation for such pay period. For those participants who did not accrue benefits under the Pension, the matching contribution varied based on the facility and was generally 100% of the participant's contribution up to 4% of eligible compensation. Effective January 1, 2016, matching provisions were changed to 100% of the participant's contribution up to 5% of eligible compensation for such pay period. In addition, for all pension ineligible participants, an automatic Company contribution will be made in the amount of 2.5% of the participant's eligible compensation for the Plan year. Matching contributions for participants that are part of a collectively bargained agreement are in accordance with the respective contract with each bargaining unit. Company matching contributions range from 0% to 100% of the participant's contribution, based on the participant's union affiliation, for each pay period up to a maximum of 6% of eligible compensation.

The Plan has discretionary Company profit sharing contributions for certain employees working at specific facilities as detailed in the Plan document. The allocation of these contributions to eligible employees differs from facility to facility, and is described in detail in the Plan document. Discretionary Company profit sharing contributions totaled \$975,702 for the year ended December 31, 2015.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN (Continued)

E. Participants' Accounts

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

F. Investment Options

Until December 31, 2015, the Plan offered participants a variety of investments options including (a) two mutual funds; (b) sixteen common/collective trust funds; (c) the Rock-Tenn Company 401(k)/Galliard Stable Value Common/Collective Trust and (d) three custom funds that were managed by various investment advisors which were intended to provide broad exposure to the intended market through a single investment option. Effective January 1, 2016, in conjunction with the change in custodian, investment options were changed to include (a) two mutual funds; (b) sixteen common/collective trust funds; (c) one separate account fund, (d) the WestRock Company 401(k)/Galliard Stable Value Common/Collective Trust and (e) two custom funds. All investments, as well as the underlying investments of the stable value common/collective trust and custom funds, are held in the Master Trust.

G. Vesting

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

H. Forfeitures

Forfeitures of non-vested benefits are used to pay general administrative expenses of the Plan, restore account balances for re-employed employees, and/or, to offset Company matching contributions. Forfeitures of \$3,706,000 and \$2,159,000 were used to offset Company contributions by the Plan for the years ended December 31, 2015 and 2014, respectively. Forfeitures of \$106,341 and \$73,463 were available for future use at December 31, 2015 and 2014, respectively.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

1. DESCRIPTION OF PLAN (Continued)

I. Withdrawals and Payments of Benefits

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

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

J. Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000, up to a maximum equal to the lesser of 50 percent of their vested account balance or \$50,000. The loans are secured by the balance in the participant's account, are repaid through payroll deductions over a period not to exceed five years unless the loan is made in connection with the purchase of a principal residence, and bears a rate of interest (3.25% to 10.50% at December 31, 2015) agreed upon at the date of signing the loan application.

K. Plan Termination

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan have been prepared on the accrual basis of accounting in accordance with U.S. generally accepted accounting principles ("GAAP").

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
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2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

A. Basis of Accounting (Continued)

Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

B. Recent Accounting Pronouncements

In May 2015, the Financial Accounting Standards Board (“FASB”) issued ASU 2015-07, *Fair Value Measurement (Topic 820): Disclosures for Investments in Certain Entities That Calculate Net Asset Value per Share (or Its Equivalent)*, which exempts investments measured using the net asset value (NAV) practical expedient methodology outlined in ASC 820, *Fair Value Measurement*, from categorization within the fair value hierarchy. The guidance requires retrospective application and is effective for public business entities for fiscal years, and interim periods within those years, beginning after December 15, 2015. For all other entities, the guidance is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted. The Plan has yet to adopt ASU 2015-07, and has not evaluated the impact of adopting the ASU on the Plan’s financial statements.

In July 2015, the FASB issued ASU 2015-12, *Plan Accounting: Defined Benefit Pension Plans (Topic 960), Defined Contribution Pension Plans (Topic 962), and Health and Welfare Benefit Plans (Topic 965): Part (I) Fully Benefit-Responsive Investment Contracts, Part (II) Plan Investment Disclosures, Part (III) Measurement Date Practical Expedient*. This three-part standard simplifies employee benefit plan reporting with respect to fully benefit-responsive investment contracts and plan investment disclosures, and allows plans to measure investments and investment-related accounts as of a month-end date closest to the plan’s fiscal year-end, when the fiscal period does not coincide with a month-end. Parts I and II are effective for fiscal years beginning after December 15, 2015 and should be applied retrospectively, with early application permitted. Part III is effective for fiscal years beginning after December 15, 2015 and should be applied prospectively, with early application permitted. Management has elected to early adopt Parts I and II of the new standard. Accordingly, the amendments were retrospectively applied resulting in the fully benefit-responsive investment being reported at contract value in the accompanying financial statements and certain disclosures no longer required under the new standard were removed. Part III is not applicable to this Plan.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
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AND FOR THE YEAR ENDED DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

C. Investment Valuation and Income Recognition (Continued)

Investments are reported at fair value, except for fully benefit-responsive investment contracts, which are reported at contract value. Fair value is the price that would be received from the sale of an asset or paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. The Plan Sponsor determines the Plan's valuation policies utilizing information provided by its investment advisors, Trustees and insurance companies. See Note 3 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.

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

D. Notes Receivable from Participants

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

E. Administrative Expenses

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

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

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

F. Risks and Uncertainties

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

G. Use of Estimates

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

H. Payment of Benefits

Benefit payments are recorded when distributed.

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

Until December 31, 2015, the Plan's investment assets were held in the Master Trust under the terms of a trust agreement with Wells Fargo Bank, N.A., the Trustee of the Plan. Effective January 1, 2016, the Plan entered into the WestRock Company 401(k) Retirement Savings Plan Trust agreement with Great-West Trust Company, LLC who became the custodian of the Master Trust investments and the Plan's Trustee. The value of the Plan's share of net assets is presented as a single asset and the net investment experience in the Master Trust is presented as a single addition to or deduction from net assets in the accompanying financial statements.

The Master Trust's net assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments and certain administrative expenses) which can be specifically identified, and by allocating among participating plans, in proportion to the fair value of the net assets assigned to each plan, income and expenses resulting from the collective investment of the net assets of the Master Trust. At December 31, 2015 and 2014, the Plan's beneficial interest in the net assets of the Master Trust was approximately 97.7%.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
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AND FOR THE YEAR ENDED DECEMBER 31, 2015

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

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

The condensed statements of net assets available for benefits for the Master Trust as of December 31, 2015 and 2014 is as follows:

	<u>2015</u>	<u>2014</u>
Investments at fair value:		
Mutual funds	\$ 83,112,452	\$ 91,742,029
Common/collective trusts	1,058,760,145	850,022,394
Common stock and American depository receipts	249,916,688	259,842,175
Fixed income securities	22,614	23,046,795
Preferred stock	<u>-</u>	<u>2,937,749</u>
Total investments at fair value	<u>1,391,811,899</u>	<u>1,227,591,142</u>
Investments at contract value -		
Rock-Tenn Company 401(k)/Galliard Stable		
Value Commingled Fund	<u>-</u>	<u>200,734,495</u>
Receivables-		
Accrued interest and dividends	<u>288,112</u>	<u>440,467</u>
Cash - noninterest bearing	<u>1,024,339</u>	<u>4,194,120</u>
Net assets available for benefits	<u>\$ 1,393,124,350</u>	<u>\$ 1,432,960,224</u>

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2015 AND 2014
AND FOR THE YEAR ENDED DECEMBER 31, 2015

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

The condensed statement of changes in net assets available for benefits for the Master Trust for the year ended December 31, 2015 is as follows:

Additions to net assets attributed to:	
Investment income:	
Interest	\$ 890,266
Dividends	4,105,830
Other income	16,633
Total investment income	<u>5,012,729</u>
Deductions from net assets attributed to:	
Net appreciation (depreciation) in fair value of investments:	
Mutual funds	2,360,239
Common/collective trusts	(8,317,117)
Investment contract with insurance company	2,825,019
Common stock and American depository receipts	(4,534,148)
Fixed income securities	(809,936)
Preferred stock	13,608
Total net depreciation in fair value of investments	<u>(8,462,335)</u>
Investment and advisory management fees	<u>(1,737,006)</u>
Total deductions from net assets	<u>(10,199,341)</u>
Net decrease before transfers	(5,186,612)
Transfers in ^(a)	498,510,731
Transfers out ^(b)	<u>(533,159,993)</u>
Net decrease in net assets	<u>(39,835,874)</u>
Net assets available for benefits, beginning of the year	<u>1,432,960,224</u>
Net assets available for benefits, end of the year	<u>\$ 1,393,124,350</u>

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

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

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets. Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments and there have been no changes in the methodologies used at December 31, 2015 and 2014. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would be used if Level 1 or Level 2 inputs were not available.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
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AND FOR THE YEAR ENDED DECEMBER 31, 2015

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

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2015:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds ^(a)	\$ 83,112,452	\$ -	\$ -	\$ 83,112,452
Common/collective trusts ^(b)	-	1,058,760,145	-	1,058,760,145
Common stock and American depository receipts ^(c)	249,916,688	-	-	249,916,688
Fixed income securities ^(f)	-	22,614	-	22,614
Total assets at fair value	<u>\$ 333,029,140</u>	<u>\$ 1,058,782,759</u>	<u>\$ -</u>	<u>\$ 1,391,811,899</u>

The following table sets forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2014:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Mutual funds ^(a)	\$ 91,742,029	\$ -	\$ -	\$ 91,742,029
Common/collective trusts ^(b)	-	850,022,394	-	850,022,394
Common stock and American depository receipts ^(c)	259,842,175	-	-	259,842,175
Fixed income securities ^{(d) (e) (f)}	-	23,046,795	-	23,046,795
Preferred stock ^(c)	2,937,749	-	-	2,937,749
Total assets at fair value	<u>\$ 354,521,953</u>	<u>\$ 873,069,189</u>	<u>\$ -</u>	<u>\$ 1,227,591,142</u>

- (a) Mutual funds are valued using the Net Asset Value ("NAV") of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is a quoted price in an active market and classified within level 1 of the valuation hierarchy.
- (b) The common/collective trusts are valued using the NAV of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified within level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however, the unit price is based on underlying investments which are traded on an active market. Participant transactions (purchases and sales) may occur daily.
- (c) Common stock, American depository receipts and preferred stock are valued using a quoted price in an active market and classified within level 1 of the valuation hierarchy.
- (d) U.S. Government treasuries are valued using a broker quote in an active market.
- (e) Corporate bonds are valued utilizing a market approach that includes various valuation techniques and sources such as value generation models, broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data. The U.S. corporate bonds are primarily comprised of U.S. dollar denominated investment grade securities.
- (f) Municipal bonds, mortgage/asset-backed securities, and other fixed income securities are valued utilizing a market approach that includes various valuation techniques and sources such as broker quotes in active and non-active markets, benchmark yields and securities, reported trades, issuer spreads, and/or other applicable reference data.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
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AND FOR THE YEAR ENDED DECEMBER 31, 2015

3. INVESTMENTS IN Rock-Tenn Company 401(k) and RTS Packaging, LLC 401(k) Master Trust
(Continued)

In 2015, the Master Trust's stable value commingled fund managed by Galliard Capital Management that invested in a fully benefit-responsive guaranteed investment contract ("GIC"), a collective fixed income fund, and a synthetic GIC was transferred to a stable value common/collective trust also managed by Galliard Capital Management. The stable value common/collective trust is comprised primarily of fully-benefit responsive investment contracts and is valued at net asset value. The net asset value is used as a practical expedient to estimate fair value. This practical expedient would not be used if it is determined to be probable that the Plan will sell the investment for an amount different from the reported net asset value. Participant transactions (purchases and sales) may occur daily. If the Plan initiates a full redemption, the issuer reserves the right to acquire 12 months' notification in order to ensure the securities liquidations will be carried out in an orderly business manner. The balance of the stable value common/collective trust totaling \$204,032,091 at December 31, 2015 is included in common/collective trusts in the accompanying fair value hierarchy table.

At December 31, 2015 and 2014, the stable value commingled fund held by the Plan was composed of the following, at contract value:

	2015	2014
Synthetic investment contract	\$ -	\$ 48,305,600
Guaranteed investment contract	-	3,523,359
Collective fixed income fund	-	<u>148,905,536</u>
Total	<u>\$ -</u>	<u>\$ 200,734,495</u>

Prior to the transfer to the common/collective trust, the commingled fund held fully benefit-responsive investment contracts, for which contract value is a relevant measurement as it is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. There were no reserves against the stable value commingled fund for credit risk of the contract issuer or otherwise. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the commingled fund, plus earnings, less participant withdrawals. The Master Trust's condensed statement of changes in net assets available for benefits is prepared on a contract value basis.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
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4. INFORMATION CERTIFIED BY TRUSTEE (UNAUDITED)

For the years ended December 31, 2015 and 2014, the Plan administrator elected, as permitted by Section 2520.103 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, to have certain financial information certified by the Trustee, Wells Fargo Bank, N.A. The following information included in the Plan's December 31, 2015 and 2014 financial statements was prepared by the Trustee and furnished to the Plan administrator.

	2015	2014
Statements of net assets available for benefits:		
Investments:		
Investment in Master Trust	\$ 1,360,593,033	\$ 1,400,142,744
Statement of changes in net assets available for benefits:		
Plan interest in Master Trust investment loss	\$ 4,877,135	
Interest from notes receivable from participants	\$ 1,877,035	

5. INCOME TAX STATUS

The Plan has received a determination letter from the Internal Revenue Service dated September 20, 2013, stating that the Plan is qualified under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. Since receiving the determination letter, the Plan has undergone various amendments. The Plan administrator and Plan's tax counsel believe that the Plan was designed and operated in compliance with the applicable requirements of the IRC and has no income subject to unrelated business income tax. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2015, 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.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
NOTES TO FINANCIAL STATEMENTS
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AND FOR THE YEAR ENDED DECEMBER 31, 2015

6. PARTY-IN-INTEREST TRANSACTIONS

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

7. SUBSEQUENT EVENTS

The Plan has evaluated subsequent events through July 27, 2016, the date which the financial statements were available to be issued, and there are no other disclosable events.

SUPPLEMENTAL SCHEDULE

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2015

Employer ID #62-0342590
Plan Number 018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
*	Participant loans	Interest rates 3.25% to 10.50%	\$-0-	<u>\$ 39,409,851</u>
				<u>\$ 39,409,851</u>

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

See independent auditor's report.

ROCK-TENN COMPANY 401(k) RETIREMENT SAVINGS PLAN
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
FORM 5500, SCHEDULE H, PART IV, LINE 4(i)
DECEMBER 31, 2015

Employer ID #62-0342590
Plan Number 018

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
*	Participant loans	Interest rates 3.25% to 10.50%	\$-0-	\$ <u>39,409,851</u>
				\$ <u>39,409,851</u>

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

See independent auditor's report.