

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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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>GEORGIA-PACIFIC LLC SALARIED PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>046</u>
		1c	Effective date of plan <u>01/01/1978</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>GEORGIA-PACIFIC LLC</u> <u>133 PEACHTREE STREET NE, 39TH FLOOR</u> <u>ATLANTA, GA 30303</u>	2b	Employer Identification Number (EIN) <u>93-0432081</u>
		2c	Plan Sponsor's telephone number <u>404-652-2109</u>
		2d	Business code (see instructions) <u>321210</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.	10/14/2016	CATHERINE WOOD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2016	JULIE BREHM
	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 GEORGIA-PACIFIC LLC C/O KOCH BUSINESS SOLUTIONS, LP 100 PEACHTREE STREET NW, 6TH FLOOR ATLANTA, GA 30303	3b Administrator's EIN 93-0432081
	3c Administrator's telephone number 404-652-2109
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 22391
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) 7154
a(2) Total number of active participants at the end of the plan year	6a(2) 6478
b Retired or separated participants receiving benefits.....	6b 6125
c Other retired or separated participants entitled to future benefits.....	6c 7323
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 19926
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 1579
f Total. Add lines 6d and 6e	6f 21505
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 0
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: 1A 1C 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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2015</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

▶ 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 GEORGIA-PACIFIC LLC SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶ 046
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GEORGIA-PACIFIC LLC	D Employer Identification Number (EIN) 93-0432081

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B **F** Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month 01 Day 01 Year 2015			
2 Assets:			
a Market value	2a	1336470948	
b Actuarial value	2b	1334193098	
3 Funding target/participant count breakdown	(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment	7563	446813898	446813898
b For terminated vested participants	7757	336474156	336474156
c For active participants	7154	514493868	514493868
d Total	22474	1297781922	1297781922
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	6.15%	
6 Target normal cost	6	34695934	

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		09/23/2016
Signature of actuary		Date
MICHAEL R. MACE		14-06591
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON DELAWARE, INC.		314-719-5900
Firm name		Telephone number (including area code)
101 SOUTH HANLEY ST. LOUIS, MO 63105-3411		
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 ☐

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

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72 %	2nd segment: 6.11 %	3rd segment: 6.81 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	34695934	
b Excess assets, if applicable, but not greater than line 31a	31b	34695934	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
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	0	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	79496256	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	79496256	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 GEORGIA-PACIFIC LLC SALARIED PENSION PLAN	B Three-digit plan number (PN) ▶	046
C Plan sponsor's name as shown on line 2a of Form 5500 GEORGIA-PACIFIC LLC	D Employer Identification Number (EIN) 93-0432081	

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 HEWITT FINANCIAL SERVICES LLC 36-3943169
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(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

HEWITT ASSOCIATES, LLC

36-2235791

(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	NONE	805071	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

TOWERS WATSON

23-1159360

(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?
11	NONE	353600	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13	TRUSTEE	219731	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)

GRANT THORNTON LLP

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	23000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VANGUARD

23-2186884

(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?
28	NONE	15750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RECALL TOTAL INFORMATION MANAGEMENT

36-3795227

(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?
14	NONE	14060	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: GRANT THORNTON LLP	b EIN: 36-6055558
c Position: AUDITOR	
d Address: 1100 PEACHTREE STREET, NE SUITE 1200 ATLANTA, GA 30309	e Telephone: 404-330-2000

Explanation: REASSIGNMENT OF RESPONSIBILITIES WITH A DIFFERENT EXTERNAL AUDITOR

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

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

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

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

SCHEDULE H (Form 5500) <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.	<small>OMB No. 1210-0110</small> 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 GEORGIA-PACIFIC LLC SALARIED PENSION PLAN	B Three-digit plan number (PN) ►	046
C Plan sponsor's name as shown on line 2a of Form 5500 GEORGIA-PACIFIC LLC	D Employer Identification Number (EIN) 93-0432081	

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)	65000000	88000000
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	1278529070	1265194384
(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	1343529070	1353194384

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	371756	177379
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	371756	177379

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1343157314	1353017005
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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)	88000000	
(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)		88000000

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0

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

(3) Rents	2b(3)		
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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)		50247210
(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		138247210

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	119781613	
(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)		119781613
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)	204437	
(2) Contract administrator fees	2i(2)	817576	
(3) Investment advisory and management fees	2i(3)	15750	
(4) Other	2i(4)	7568143	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		8605906
j Total expenses. Add all expense amounts in column (b) and enter total	2j		128387519

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		9859691
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

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

(1) Name: **MAYER HOFFMAN MCCANN PC**

(2) EIN: **43-1947695**

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.)		☒		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒		

	Yes	No	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			5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)		X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.				
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)

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>GEORGIA-PACIFIC LLC SALARIED PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>046</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GEORGIA-PACIFIC LLC</u>	D Employer Identification Number (EIN) <u>93-0432081</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>25-6263968</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>735</u>

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

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: <u>22.0</u> % Investment-Grade Debt: <u>36.0</u> % High-Yield Debt: <u>5.0</u> % Real Estate: <u>11.0</u> % Other: <u>26.0</u> %
	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

Financial Statements and
Independent Auditors' Report

Georgia-Pacific LLC Salaried Pension Plan

December 31, 2015



Table of contents

Independent Auditors' Report	1
Financial statements:	
Statement of net assets available for benefits	2
Statement of changes in net assets available for benefits	3
Notes to financial statements	4
Note:	All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA) have been omitted because they are not applicable.



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INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
Georgia-Pacific LLC Salaried Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Georgia-Pacific LLC Salaried Pension Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2015, and the related statement of changes in net assets available for 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.

Auditors' 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, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing the 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 for the year then ended, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

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

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

Mayer Hoffman McCann P.C.

Kansas City, Missouri
October 11, 2016



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Statement of net assets available for benefits

December 31	2015
Assets:	
Investment in Koch Companies Defined Benefit Master Trust, at fair value	\$ 1,265,194,384
Employer contributions receivable	88,000,000
Total assets	1,353,194,384
Liabilities:	
Accrued liabilities	177,379
Total liabilities	177,379
Net assets available for benefits	\$ 1,353,017,005

See accompanying notes to financial statements

Statement of changes in net assets available for benefits

For the year ended December 31	2015
Additions:	
Net appreciation of investment in Koch Companies Defined Benefit Master Trust, at fair value	\$ 50,247,210
Employer contributions	88,000,000
Total additions, net	138,247,210
Deductions:	
Benefit payments to participants and beneficiaries	119,781,613
Administrative expenses	8,605,906
Total deductions	128,387,519
Net increase	9,859,691
Net assets available for benefits, beginning of year	1,343,157,314
Net assets available for benefits, end of year	\$ 1,353,017,005

See accompanying notes to financial statements

Notes to financial statements

1 Description of the Plan

The following description of the Georgia-Pacific LLC Salaried Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for more complete information.

General

The Plan is a noncontributory cash balance defined benefit pension plan covering United States of America salaried employees of Georgia-Pacific LLC, a Delaware limited liability company, and its affiliates (the Employer or Company). The Plan only covers employees hired before January 1, 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Under the Plan, a hypothetical personal account is maintained for each participant representing the individual's accrued retirement benefit. Each participant's account is credited semi-monthly with benefit and interest credits. Benefit credits are equal to a percentage of a participant's eligible compensation, as defined. The percentage is determined based upon the participant's age as of the December 31 immediately preceding such semi-monthly period, as follows:

Participant's age as of the applicable December 31:	Percentage of Compensation
Below 30	4.0%
30 to 39	4.5%
40 to 49	5.0%
50 to 59	5.5%
60 and over	6.0%

In addition, there is an additional adjustment for participants' compensation which exceeds the Social Security Taxable Wage Base.

Interest credits are calculated by determining the semi-monthly rate that will effectively yield, on an annual basis (when compounded), the annual 30-year Treasury Constant Maturities Rate determined as of the November preceding the Plan Year for which it is effective.

The trustee of the Plan, Bank of New York Mellon/BNY Mellon, N.A. (the trustee), and the Koch Industries, Inc. Investment Committee manage the Plan's investment assets. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Eligibility

United States of America regular salaried basis employees (or other employees entitled to salaried benefits) of the Company, as determined in accordance with the Company's standard payroll policies and practices, or employees who are United States citizens working abroad at Company-owned facilities and who are paid on the United States payroll (other than an employee who is treated as such solely by reason of the leased employee rules of Section 414(n) of the Internal Revenue Code (the Code)), are eligible for participation in the Plan. Employees who are considered as "leased employees" by reason of the leased employee rules of Section 414(n) of the Code are not eligible to participate in the Plan.

Effective January 1, 2006, the Plan was closed to new participants.

Funding Policy

The Company makes contributions to the Plan based on the funding recommendations of the Plan's independent consulting actuary to meet the minimum requirements under ERISA. The Plan was in compliance with applicable ERISA funding requirements for 2015.

Vesting

Actively employed participants become 100% vested upon completion of three years of service, attainment of age 65, death, or disability. If a participant terminates employment prior to satisfying the 100% vesting requirements, he or she forfeits the right to receive the benefits accumulated.

Pension Benefits

Normal retirement commences on the first day of the month on or after the date on which a participant has attained the age of 65. Benefit payments are based on an annuity for life, as defined by the Plan document, if the participant is not married. A married retiree automatically receives his/her pension benefits in the form of a joint and 50% surviving spouse survivor annuity, as defined by the Plan document unless an election is made to receive another benefit form.

Disability Benefits

A participant who terminates employment due to a disability and has met the eligibility requirements under the Plan is entitled to a disability benefit. The benefit is the accrued normal retirement benefit commencing immediately with no reduction for commencement prior to age 65.

Death Benefits

If an unmarried participant dies prior to actual retirement, the participant's beneficiary shall be entitled to receive a lump-sum payment equal to the participant's vested benefit based on past service as of the date of death. If a married vested participant dies prior to actual retirement, the participant's spouse will receive a level life annuity. The spouse may elect other forms of payment as defined by the Plan document.

2 Summary of Significant Accounting Policies**Basis of Accounting**

The accompanying financial statements are prepared on the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, disclosures of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investment in the Koch Companies Defined Benefit Master Trust (Koch Master Trust) is stated at fair value (Note 3). 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 (Note 4).

Investments held by the Koch Master Trust that are traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Investments in preferred stocks, government bonds, corporate bonds, other corporate debt securities, and cash equivalents are valued based on yields available on comparable securities. Investments in common trust funds are based on quoted redemption values on the last business day of the Plan year, as determined by the trustee of the Plan. Investments in limited partnerships are valued at appraised values at the end of the Plan year as reported by the partnerships' respective general partners and the trustee of the Plan. Appraised values are developed using various modeling techniques, including, but not limited to, the strong correlation of the underlying security to one or more broad-based securities market indices and/or other financial instruments. Other investments consist primarily of synthetic equity options that are indexed to specific equity market benchmarks and are valued based upon observable market data. Investments in derivative instruments are marked to market daily based on quoted prices or widely accepted models that use readily observable market parameters as their basis. Amounts owed or due on open derivative contracts are recorded as receivables or payables to the Koch Master Trust. 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.

Investment related expenses of the Koch Master Trust, such as trustee and investment manager fees, are paid by the Koch Master Trust and are netted against (added to) investment gains (losses).

Payment of Benefits

Benefits are recorded in the year in which they are paid.

Administrative Expenses

Administrative expenses include Pension Benefit Guaranty Corporation (PBGC) premiums, record keeping, legal, and other administration fees directly incurred by the Plan.

Accounting Standards Update

In May 2015, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (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 removes the requirement to categorize all investments for which fair value is measured using the net asset value per share practical expedient within the fair value hierarchy. The Plan adopted ASU 2015-07 (Note 4).

Subsequent Events

The Plan administrator has evaluated subsequent events through October 11, 2016, the date the financial statements were available to be issued. No significant matters were identified for disclosure during this evaluation.

3 Financial Information of Koch Master Trust

The Koch Master Trust was established for the collective investment of the assets of participating employee benefit plans of Koch Industries, Inc. and certain subsidiaries. Fund assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and specific administrative expenses) which can be specifically identified. Income and expenses resulting from the collective investment of the assets are allocated (on a monthly or daily basis) in proportion to the fair value of the assets assigned to each plan.

The assets of the Koch Master Trust are accounted for on a units-of-participation basis. At December 31, 2015 the Plan held 1,265,194,384 units of the Koch Master Trust with an individual unit estimated fair value of \$1. The Plan's unit holdings at December 31, 2015 were \$1,265,194,384, which represented approximately 23.2% of the net assets of the Koch Master Trust.

The trustee of the Plan has certified the completeness and accuracy of substantially all investments reflected in the accompanying statement of net assets available for benefits and substantially all of the related investment activity reflected in the statement of changes in net assets available for benefits of the Plan. The net assets of the Koch Master Trust certified as complete and accurate by the trustee totaled \$5,443,134,634 at December 31, 2015. Net investment gain of the Koch Master Trust certified as complete and accurate by the trustee totaled \$233,492,886, which includes \$18,374,631 of net investment gain related to certain investments in limited partnerships that were recognized in the prior year financial statements. The Plan's independent auditors have not audited investment information certified by the trustee of the Plan.

A summary of the net assets of the Koch Master Trust is as follows:

December 31	2015
Assets:	
Investments at fair value:	
Cash equivalents ¹	\$ 2,107,936,175
Common and preferred stocks	148,416,367
Corporate debt instruments	244,528,637
Limited partnerships	2,892,184,668
Other investments	51,292,230
Total investments at fair value	5,444,358,077
Receivables:	
Interest and dividends	1,818,778
Due from brokers	34,554
Total receivables	1,853,332
Total assets	5,446,211,409
Liabilities:	
Due to brokers	3,076,775
Total liabilities	3,076,775
Net assets	\$ 5,443,134,634

¹ Includes cash, repurchase agreements, U.S. government Treasury bills, and funds that invest in U.S. government short-term securities.

Net investment gain for the Koch Master Trust is as follows:

For the year ended December 31	2015
Net investment gain:	
Net appreciation in fair value of investments	\$ 134,587,734
Interest, dividend and other income	91,934,985
Investment expenses	(11,404,464)
Net investment gain of Koch Companies Defined Benefit Master Trust	\$ 215,118,255

The Koch Master Trust's overall strategy is to provide investment diversification to minimize risk and maximize long-term investment returns while maintaining sufficient liquidity. As a part of this strategy, the Koch Master Trust holds certain investments that have redemption restrictions, future funding commitments, and other requirements that vary by individual investment. Redemption restrictions are generally short term with the exception of certain limited partnership investments, of which funds frequently cannot be withdrawn for the life of the investment. At December 31, 2015 the Koch Master Trust had noncancelable commitments to make future investments in certain limited partnerships totaling \$1,620,609,790. The commitments mature at various dates designated by the respective fund agreements.

At December 31, 2015 the Koch Master Trust held \$1,923,073,785 of cash equivalents held in custody by the Bank of New York Mellon/BNY Mellon, N.A. In addition, fees paid by the Koch Master Trust to the trustee, or an affiliate thereof, for trustee and investment management services totaled \$1,461,975 for the year ended December 31, 2015. Transactions with Bank of New York Mellon/BNY Mellon, N.A., qualify as party-in-interest transactions.

During 2015 the Koch Master Trust invested in a limited number of derivative financial instruments. Certain investment managers were allowed to use derivatives for such strategies as portfolio structuring, return enhancement, and hedging against deterioration of investment holdings from market and interest rate changes. Derivatives are also used as a hedge against foreign currency fluctuations. Derivative instruments included equity index, government and money market

forwards and futures, credit default swaps, as well as interest rate swaps and options. The resulting fair value changes of derivative instruments were included in the net appreciation in fair value of investments. Derivative positions held at December 31, 2015 were not material and the use of derivative instruments was not believed to materially increase the credit or market risk of the Koch Master Trust's investments.

4 Fair Value Measurements

FASB Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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. There have been no changes in the methodologies used at December 31, 2015.

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

December 31, 2015	Level 1	Level 2	Level 3	NAV	Total
Cash equivalents	\$ 2,107,936,175	\$ —	\$ —	—	\$ 2,107,936,175
Common and preferred stocks	9,080,879	—	139,335,488	—	148,416,367
Corporate debt instruments	18,125	—	244,510,512	—	244,528,637
Limited partnerships	83,252,616	—	1,303,214,714	1,505,717,338	2,892,184,668
Other investments	14,917,290	36,374,940	—	—	51,292,230
Total	\$ 2,215,205,085	\$ 36,374,940	\$ 1,687,060,714	\$ 1,505,717,338	\$ 5,444,358,077

The table below sets forth a summary of changes in fair value of the Koch Master Trust's level 3 investment assets.

	Common and preferred stocks	Corporate debt instruments	Limited partnerships	Total
At December 31, 2014	\$ 158,575,086	\$ 222,943,924	\$ 898,736,469	\$ 1,280,255,479
Actual return on plan assets:				
Relating to assets still held at the reporting date	10,094,325	19,146,795	(28,943,941)	297,179
Relating to assets sold during the period	—	(21)	137,699	137,678
Purchases / transfers in	30,956,920	43,806,987	830,677,042	905,440,949
Sales / transfers out	(60,290,843)	(41,387,173)	(397,392,555)	(499,070,571)
At December 31, 2015	\$ 139,335,488	\$ 244,510,512	\$ 1,303,214,714	\$ 1,687,060,714

The table below sets forth more detailed assumptions used in developing the fair values of the Koch Master Trust's level 3 investment assets as of December 31, 2015.

Fund Type	Valuation Technique	Significant Unobservable Inputs	Range (if applicable)
Common and preferred stocks	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type	
Corporate debt instruments	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type	
Limited partnerships	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type, counterparty valuations, market data service providers or reference to visible traded levels	
	Company trading and precedent trading multiple	EBITDA Multiple	5 times-19 times
	Discounted cash flow over holding period	Risk adjusted premiums of not achieving a return of capital. 3rd party engineering reports, comparable transactions	
	Discounted cash flow/direct capitalization	Discounted Rate Terminal Capitalization Rate	8/5/2025
	Projected cash flow	Investment, liquidation and wind-down periods	Investment Periods 20-30% Liquidations Periods 15-30% Wind down Periods 10-25%
Other investments	Benchmark pricing based upon country of issuance Broker dealer quote, transaction price or an internal value derived by market data	Benchmark based on country of origin; Quotes or values derived from market data	

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Certain pension assets were reclassified based on additional information related to the underlying assets. Such reclassifications were immaterial to the Plan financial statements.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2015, there were no significant transfers in or out of levels 1, 2 or 3.

5 Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the services rendered by the employees to the valuation date. The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits is presented based on a beginning-of-year benefit information date.

The significant actuarial assumptions used in the January 1, 2015 valuation are as follows:

Method of valuation	Unit credit cost method
Assumed rate of return on investments	7.25%
Mortality	RP-2014 with no collar adjustment projected with Scale MP-2014 to 2027 and zero improvements thereafter
Average age of participants receiving benefits	75.3

These 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 computations of the actuarial present value of accumulated plan benefits were made as of January 1, 2015. Had the valuation been performed as of December 31, there would be no material differences.

The actuarial present value of accumulated plan benefits of the Plan is as follows:

January 1	2015
Accumulated benefits:	
Participants currently receiving payments	\$ 441,728,669
Other participants	823,213,170
Nonvested benefits	—
	<u>\$ 1,264,941,839</u>

The changes in the actuarial present value of accumulated plan benefits consist of the following:

For the year ended January 1	2015
Actuarial present value of accumulated plan benefits, beginning of year	\$ 1,288,440,076
Increase for interest due to the decrease in the discount period	89,217,840
Benefits paid	(169,967,140)
Assumption changes	15,981,032
Benefits accumulated and other changes	41,270,031
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 1,264,941,839</u>

6 Related-Party Transactions and Party-in-Interest Transactions

Certain Plan investments are managed by the trustee and therefore, these transactions qualify as party-in-interest transactions.

7 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 set forth in ERISA.

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:

- a. Benefits attributable to employee contributions, taking into account those paid out before termination.
- b. 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.
- c. Other vested benefits insured by the PBGC up to the application limitations discussed below.
- d. Vested benefits not insured by the PBGC.
- e. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, 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 for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

8 Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated March 31, 2015, that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

US 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 IRS or other applicable taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

9 Risks and Uncertainties

The Plan, through the Koch Master Trust, invests in various investment securities. 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, 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 the amounts reported in the statement of net assets available for benefits.

The Plan, through the Koch Master Trust, invests in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income (loss) of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

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 estimation 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.

Attained Age		< 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	Totals
< 25	Count Average Earnings	0	0	0	0	0	0	0	0	0	0	0
25 to 29	Count Average Earnings	0	0	6	2	0	0	0	0	0	0	8
30 to 34	Count Average Earnings	0	0	51 79105	88 73395	10	0	0	0	0	0	149
35 to 39	Count Average Earnings	0	0	50 87531	238 81913	188 81036	6	0	0	0	0	482
40 to 44	Count Average Earnings	0	0	58 78710	250 83701	412 89227	131 88887	8	0	0	0	859
45 to 49	Count Average Earnings	0	0	55 81612	262 95695	424 94364	360 91695	181 95434	9	0	0	1,291
50 to 54	Count Average Earnings	0	0	50 98453	209 84156	378 85780	365 89698	417 99939	214 100298	22 78211	0	1,655
55 to 59	Count Average Earnings	0	0	45 97586	149 83312	228 83261	266 89727	282 97106	265 109842	308 84299	52 68793	1,595
60 to 64	Count Average Earnings	0	0	20 82616	92 78644	142 88193	103 88559	133 89027	120 91713	135 102511	150 81108	895
65 to 69	Count Average Earnings	0	0	5	19	32 82325	18	25 96157	26 92383	17	50 94411	192
70 & up	Count Average Earnings	0	0	0	2	2	2	2	5	1	14	28
Totals	Count	0	0	340	1,311	1,816	1,251	1,048	639	483	266	7,154

Attained Age		< 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	Totals
< 25	Count Average cash balance	- 	- 	- 	- 	- 	- 	- 	- 	- 	- 	0
25 to 29	Count Average cash balance	- 	- 	6 	2 	- 	- 	- 	- 	- 	- 	8
30 to 34	Count Average cash balance	- 	- 	51 26,627	88 30,496	10 	- 	- 	- 	- 	- 	149
35 to 39	Count Average cash balance	- 	- 	50 33,586	238 39,388	188 47,300	6 	- 	- 	- 	- 	482
40 to 44	Count Average cash balance	- 	- 	58 35,399	250 47,156	412 62,278	131 67,802	8 	- 	- 	- 	859
45 to 49	Count Average Earnings	- 	- 	55 39,964	262 62,196	424 75,876	360 75,821	181 88,157	9 	- 	- 	1,291
50 to 54	Count Average cash balance	- 	- 	50 55,667	209 59,123	378 73,055	365 84,667	417 98,227	214 104,661	22 73,849	- 	1,655
55 to 59	Count Average cash balance	- 	- 	45 57,589	149 62,690	228 77,640	266 91,619	282 99,954	265 126,558	308 97,453	52 77,795	1,595
60 to 64	Count Average cash balance	- 	- 	20 53,435	92 58,980	142 92,628	103 103,919	133 106,418	120 109,521	135 147,066	150 110,278	895
65 to 69	Count Average cash balance	- 	- 	5 	19 	32 93,588	18 	25 137,554	26 123,734	17 	50 178,621	192
70 & up	Count Average cash balance	- 	- 	- 	2 	2 	2 	2 	5 	1 	14 	28
Totals	Count	0	0	340	1,311	1,816	1,251	1,048	639	483	266	7,154

Appendix A – Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.72%	1.15%
● Second segment rate	6.11%	4.06%
● Third segment rate	6.81%	5.15%
● Effective interest rate	6.15%	4.16%

Annual rates of increase

- Compensation: 3.00%
- Cash balance interest crediting rate 3.10%
- Social Security wage bases 3.25%
- Statutory limits on benefits and pay 2.75%

Administrative expenses

Prior year administrative expenses paid, adjusted for expected deviations and PBGC premiums. For 2015, an amount of \$9,160,000 was included in the target normal cost.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

● Healthy Generational mortality table for annuitants and non-annuitants §1.430(h)(3)-(1)(d).

● Disabled Generational mortality table for annuitants and non-annuitants §1.430(h)(3)-(1)(d).

Termination Rates varying by age and service, per 1000 participants as follows:

Representative Termination Rates

Number leaving during the year	
Age	Rate
0 – 29	100
30 – 34	90
35 – 39	70
40 – 69	50
70+	0

Disability Rates varying by age and gender, per 1,000 participants.
Representative rates follow:

Number becoming disabled during the year		
Age	Males	Females
25	.3	.3
30	.3	.4
35	.4	.7
40	.8	1.3
45	1.6	2.4
50	3.3	4.0
55	6.9	6.4
60	11.5	9.0
65	0.0	0.0

Retirement

Rates varying by age, per 1,000 participants as follows:

Number retiring during the year	
Age	Rate
55 – 59	50
60 – 61	80
62 – 64	150
65 – 66	250
67 – 69	200
70+	1,000

Benefit commencement date:

- Deferred vested benefit Age 65
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

Form of payment

If terminated:

- ▶ 70% Lump sum, and
- ▶ 30% Annuity

If retiring from active status:

- ▶ 100% Lump sum

Percent married

85%

Spouse age

Wife three years younger than husband.

Covered Pay

The 2014 pensionable pay increased with the salary increase assumption.

At-risk assumptions

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable.</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	<p>All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Georgia-Pacific and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued; rather such participants' benefits are valued using the benefit choice assumptions described above.</p>

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash balance interest crediting rate	The plan credits interest to cash balance accounts using the 30-year Treasury rate. Georgia-Pacific has selected an expected future 30-year Treasury rate of 3.10%. After examining historical variability in this rate, we believe the selected assumption does not significantly conflict with what would be reasonable based on market conditions at the measurement date.
Lump sum conversion rate	As required by IRC 430, lump sum benefits are valued using “annuity substitution”, so that the interest rates assumed are effectively the same as described above for the discount rate.
Rates of increase in compensation	Assumed increases were chosen by the plan sponsor and represent an estimate of future experience.
Annuity conversion rate	As required by IRC 430, annuity benefits are valued by converting accounts to annuities using the current IRC 430 interest rates, so that the interest rates assumed are effectively the same as described above for the discount rate.

Assumptions Rationale - Significant Demographic Assumptions

Healthy mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates were based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
Retirement	Retirement rates were based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
Form of payment	The percentage of retiring participants assumed to take lump sums is based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation

The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2013 to September 2014 as required by IRC 430.

The cash balance interest crediting rate changed from 3.80% for 2014 to 3.10% for 2015.

Change in methods since prior valuation

None.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment 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

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▶ **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 GEORGIA-PACIFIC LLC SALARIED PENSION PLAN		B Three-digit plan number (PN) ▶	046
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GEORGIA-PACIFIC LLC		D Employer Identification Number (EIN) 93-0432081	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500	

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2015</u>				
2 Assets:				
a Market value		2a	1,336,470,948	
b Actuarial value		2b	1,334,193,098	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Vested Funding Target	(3) Total Funding Target
a For retired participants and beneficiaries receiving payment		7,563	446,813,898	446,813,898
b For terminated vested participants		7,757	336,474,156	336,474,156
c For active participants		7,154	514,493,868	514,493,868
d Total		22,474	1,297,781,922	1,297,781,922
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	6.15%	
6 Target normal cost		6	34,695,934	

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	MICHAEL R. MACE <i>MAM</i>	09/23/2016
Signature of actuary		Date
MICHAEL R. MACE		1406591
Type or print name of actuary		Most recent enrollment number
TOWERS WATSON DELAWARE, INC.		314-719-5900
Firm name		Telephone number (including area code)
101 SOUTH HANLEY		
ST. LOUIS MO 63105-3411		
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 ☐

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

Schedule SB (Form 5500) 2015
v. 150123

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

21 Discount rate:				
a Segment rates:	1st segment: 4.72%	2nd segment: 6.11%	3rd segment: 6.81%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	34,695,934	
b Excess assets, if applicable, but not greater than line 31a	31b	34,695,934	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
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	0	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	79,496,256	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	79,496,256	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

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

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42	0	
43 Excess installment acceleration amount to be carried over to future plan years	43	0	

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2015

Age	Retirement Rate	Assumed Number Eligible	Assumed Number Retiring	Age * Number Retiring
55	5%	1,000	50	2,750
56	5%	950	48	2,688
57	5%	902	45	2,565
58	5%	857	43	2,494
59	5%	814	41	2,419
60	8%	773	62	3,720
61	8%	711	57	3,477
62	15%	654	98	6,076
63	15%	556	83	5,229
64	15%	473	71	4,544
65	25%	402	101	6,565
66	25%	301	75	4,950
67	20%	226	45	3,015
68	20%	181	36	2,448
69	20%	145	29	2,001
70	100%	116	116	8,120
			1,000	<u>63,061</u>
Weighted Average Retirement Age				63

Plan Name: Georgia-Pacific LLC Salaried Pension Plan
EIN / PN: 93-0432081 / 046

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Description of Change in Acturarial Assumptions
as of January 1, 2015

Aspect of Valuation	Old	New
Cash Balance Interest Crediting Rate	3.80%	3.10%

Plan Name: Georgia-Pacific LLC Salaried Pension Plan
EIN / PN: 93-0432081 / 046

Attained Age		< 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	Totals
< 25	Count Average Earnings	0	0	0	0	0	0	0	0	0	0	0
25 to 29	Count Average Earnings	0	0	6	2	0	0	0	0	0	0	8
30 to 34	Count Average Earnings	0	0	51 79105	88 73395	10	0	0	0	0	0	149
35 to 39	Count Average Earnings	0	0	50 87531	238 81913	188 81036	6	0	0	0	0	482
40 to 44	Count Average Earnings	0	0	58 78710	250 83701	412 89227	131 88887	8	0	0	0	859
45 to 49	Count Average Earnings	0	0	55 81612	262 95695	424 94364	360 91695	181 95434	9	0	0	1,291
50 to 54	Count Average Earnings	0	0	50 98453	209 84156	378 85780	365 89698	417 99939	214 100298	22 78211	0	1,655
55 to 59	Count Average Earnings	0	0	45 97586	149 83312	228 83261	266 89727	282 97106	265 109842	308 84299	52 68793	1,595
60 to 64	Count Average Earnings	0	0	20 82616	92 78644	142 88193	103 88559	133 89027	120 91713	135 102511	150 81108	895
65 to 69	Count Average Earnings	0	0	5	19	32 82325	18	25 96157	26 92383	17	50 94411	192
70 & up	Count Average Earnings	0	0	0	2	2	2	2	5	1	14	28
Totals	Count	0	0	340	1,311	1,816	1,251	1,048	639	483	266	7,154

Plan Number: 046

Average Service: 22.1

Completed Years of Service

Attained Age		< 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	Totals
< 25	Count	-	-	-	-	-	-	-	-	-	-	0
	Average cash balance											
25 to 29	Count	-	-	6	2	-	-	-	-	-	-	8
	Average cash balance											
30 to 34	Count	-	-	51	88	10	-	-	-	-	-	149
	Average cash balance			26,627	30,496							
35 to 39	Count	-	-	50	238	188	6	-	-	-	-	482
	Average cash balance			33,586	39,388	47,300						
40 to 44	Count	-	-	58	250	412	131	8	-	-	-	859
	Average cash balance			35,399	47,156	62,278	67,802					
45 to 49	Count	-	-	55	262	424	360	181	9	-	-	1,291
	Average Earnings			39,964	62,196	75,876	75,821	88,157				
50 to 54	Count	-	-	50	209	378	365	417	214	22	-	1,655
	Average cash balance			55,667	59,123	73,055	84,667	98,227	104,661	73,849		
55 to 59	Count	-	-	45	149	228	266	282	265	308	52	1,595
	Average cash balance			57,589	62,690	77,640	91,619	99,954	126,558	97,453	77,795	
60 to 64	Count	-	-	20	92	142	103	133	120	135	150	895
	Average cash balance			53,435	58,980	92,628	103,919	106,418	109,521	147,066	110,278	
65 to 69	Count	-	-	5	19	32	18	25	26	17	50	192
	Average cash balance					93,588		137,554	123,734		178,621	
70 & up	Count	-	-	-	2	2	2	2	5	1	14	28
	Average cash balance											
Totals	Count	0	0	340	1,311	1,816	1,251	1,048	639	483	266	7,154

Appendix A – Statement of Actuarial Assumptions and Methods

Economic Assumptions

Interest rate basis:

- Applicable month September
- Interest rate basis 3-Segment Rates

Interest rates:

	Reflecting Corridors	Not Reflecting Corridors
● First segment rate	4.72%	1.15%
● Second segment rate	6.11%	4.06%
● Third segment rate	6.81%	5.15%
● Effective interest rate	6.15%	4.16%

Annual rates of increase

- Compensation: 3.00%
- Cash balance interest crediting rate 3.10%
- Social Security wage bases 3.25%
- Statutory limits on benefits and pay 2.75%

Administrative expenses

Prior year administrative expenses paid, adjusted for expected deviations and PBGC premiums. For 2015, an amount of \$9,160,000 was included in the target normal cost.

Demographic Assumptions

Inclusion date The valuation date coincident with or next following the date on which the employee becomes a participant.

New or rehired employees It was assumed there will be no new or rehired employees.

Mortality

● Healthy Generational mortality table for annuitants and non-annuitants §1.430(h)(3)-(1)(d).

● Disabled Generational mortality table for annuitants and non-annuitants §1.430(h)(3)-(1)(d).

Termination Rates varying by age and service, per 1000 participants as follows:

Representative Termination Rates

Number leaving during the year	
Age	Rate
0 – 29	100
30 – 34	90
35 – 39	70
40 – 69	50
70+	0

Disability Rates varying by age and gender, per 1,000 participants.
Representative rates follow:

Number becoming disabled during the year		
Age	Males	Females
25	.3	.3
30	.3	.4
35	.4	.7
40	.8	1.3
45	1.6	2.4
50	3.3	4.0
55	6.9	6.4
60	11.5	9.0
65	0.0	0.0

Retirement

Rates varying by age, per 1,000 participants as follows:

Number retiring during the year	
Age	Rate
55 – 59	50
60 – 61	80
62 – 64	150
65 – 66	250
67 – 69	200
70+	1,000

Benefit commencement date:

- Deferred vested benefit Age 65
- Disability benefit Upon disablement
- Retirement benefit Upon termination of employment

Form of payment

If terminated:

- ▶ 70% Lump sum, and
- ▶ 30% Annuity

If retiring from active status:

- ▶ 100% Lump sum

Percent married

85%

Spouse age

Wife three years younger than husband.

Covered Pay

The 2014 pensionable pay increased with the salary increase assumption.

At-risk assumptions

For at-risk calculations, all participants eligible to elect benefits during the current and subsequent ten plan years are assumed to commence benefits at the earliest possible date under the plan, but not before the end of the current plan year, except in accordance with the regular valuation assumptions. In addition, all participants (not just those eligible to begin benefits within the next 11 years) are assumed to elect the most valuable form of benefit under the plan, which is usually the lump sum form of payment.

Timing of benefit payments

Annuity payments are payable monthly at the beginning of the month and lump sum payments are payable on date of decrement.

Methods

Valuation date	First day of plan year
Funding target	Present value of accrued benefits as required by regulations under IRC §430.
Target normal cost	Present value of benefits expected to accrue during the plan year plus plan-related expenses expected to be paid from plan assets during the plan year as required by regulations under IRC §430.
Actuarial value of assets	<p>Average of the fair market value of assets on the valuation date and 12 and 24 months preceding the valuation date, adjusted for contributions, benefits, administrative expenses and expected earnings (with such expected earnings limited as described in IRS Notice 2009-22). The average asset value must be within 10% of market value, including discounted contributions receivable.</p> <p>The method of computing the actuarial value of assets complies with rules governing the calculation of such values under the Pension Protection Act of 2006 (PPA). These rules produce smoothed values that reflect the underlying market value of plan assets but fluctuate less than the market value. As a result, the actuarial value of assets will be lower than the market value in some years and greater in other years. However, over the long term under PPA's smoothing rules, the method has a significant bias to produce an actuarial value of assets that is below the market value of assets.</p>
Benefits not valued	<p>All benefits described in the Plan Provisions section of this report were valued. Towers Watson has reviewed the plan provisions with Georgia-Pacific and, based on that review, is not aware of any significant benefits required to be valued that were not.</p> <p>The plan pays small benefits (with a present value up to \$5,000) in a single lump sum payment. Such lump sums are not explicitly valued; rather such participants' benefits are valued using the benefit choice assumptions described above.</p>

Assumptions Rationale - Significant Economic Assumptions

Discount rate	The basis chosen was selected by the plan sponsor from among choices prescribed by law, all of which are based on observed market data over certain periods of time.
Cash balance interest crediting rate	The plan credits interest to cash balance accounts using the 30-year Treasury rate. Georgia-Pacific has selected an expected future 30-year Treasury rate of 3.10%. After examining historical variability in this rate, we believe the selected assumption does not significantly conflict with what would be reasonable based on market conditions at the measurement date.
Lump sum conversion rate	As required by IRC 430, lump sum benefits are valued using “annuity substitution”, so that the interest rates assumed are effectively the same as described above for the discount rate.
Rates of increase in compensation	Assumed increases were chosen by the plan sponsor and represent an estimate of future experience.
Annuity conversion rate	As required by IRC 430, annuity benefits are valued by converting accounts to annuities using the current IRC 430 interest rates, so that the interest rates assumed are effectively the same as described above for the discount rate.

Assumptions Rationale - Significant Demographic Assumptions

Healthy mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Disabled mortality	Assumptions used for funding purposes are as prescribed by IRC §430(h).
Termination	Termination rates were based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
Retirement	Retirement rates were based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.
Form of payment	The percentage of retiring participants assumed to take lump sums is based on an experience study conducted in 2013, with annual consideration of whether any conditions have changed that would be expected to produce different results in the future.

Source of Prescribed Methods

Funding methods

The methods used for funding purposes as described in Appendix A, including the method of determining plan assets, are “prescribed methods set by law”, as defined in the actuarial standards of practice (ASOPs). These methods are required by IRC §430, or were selected by the plan sponsor from a range of methods permitted by IRC §430.

Changes in Assumptions and Methods

Change in assumptions since prior valuation

The segment interest rates used to calculate the funding target and target normal cost were updated from an applicable month of September 2013 to September 2014 as required by IRC 430.

The cash balance interest crediting rate changed from 3.80% for 2014 to 3.10% for 2015.

Change in methods since prior valuation

None.

Appendix B – Summary of Plan Provisions

Plan Provisions

Plan name	Georgia-Pacific LLC Salaried Pension Plan	
Purpose	1/1/2015 Funding Valuation	
Type of plan	Cash Balance	
Normal form	Actuarial equivalent of cash balance account for life	
Plan eligibility	Closed to new participants 01/01/2006 (GP Cellulose LLC on 04/01/2006)	
Years of service	Elapsed time	
Pension earnings	Total pay, excluding severance and reimbursements	
Class	Salaried and certain non-union employees. Some employee groups have ceased participation	
Cash balance account	Sum of opening balance, periodic pay credits, and periodic interest credits	
Opening balance	Present value of annuity under prior plan, if applicable	
Periodic pay credits	Percentage of pension earnings	
▶ Basic pay credit	Age	Percentage
	Under 30	4.0%
	30 – 39	4.5%
	40 – 49	5.0%
	50 – 59	5.5%
	60 and over	6.0%
▶ Excess pay credit	Same as basic pay credit applied to compensation in excess of the Social Security Wage Base	
▶ Transition pay credit	No longer accruing	
Periodic interest credits	Based on 30-year Treasury Constant Maturities rate for November of the prior calendar year	
Minimum account balance	Eligible to participate before 01/01/2000 who are age 40 on or before 01/01/1989. The benefit is greater of the cash balance described above or the minimum account balance. The minimum account balance is the sum of opening balance on 01/01/2000, alternative base pay credits, and periodic interest credits as described above.	
Alternative base pay credit	Age Attained On or Before 01/01/1989	Percentage
	40 but less than 46	5.0%
	46	6.0%
	47	7.0%
	48	8.0%
	49	9.0%
	50 and over	10.0%

Benefit	Age	Cont Svc	Age + Memb Svc	Description
Normal retirement	65	--		Actuarial equivalent of accumulated cash balance account. For certain merged groups, prior plan minimum and add-on apply
Early retirement	--	3	--	Same as Normal
Vested termination	--	3	--	Same as Normal
Disablement	--	--	--	If eligible for LTD plan, same as Normal
Pre Ret Death	--	3	--	Same as Normal

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Optional Forms of Payment

In addition to the normal form of payment, participants are eligible to elect the following actuarial equivalent optional forms:

Single Life Annuity – An annuity payable for the participant's life only

Joint and Survivor Annuity – An annuity payable for the participant's life and upon death, an annuity payable to the beneficiary based on the percentage elected and using conversion factors based on the plan actuarial equivalence bases.

Lump Sum – Single one-time payment. Once payment is made, no further benefits are due from the plan. Other optional forms of payment including level income options are available for merged groups.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 22
Description of Weighted Average Retirement Age
as of January 1, 2015

Age	Retirement Rate	Assumed Number Eligible	Assumed Number Retiring	Age * Number Retiring
55	5%	1,000	50	2,750
56	5%	950	48	2,688
57	5%	902	45	2,565
58	5%	857	43	2,494
59	5%	814	41	2,419
60	8%	773	62	3,720
61	8%	711	57	3,477
62	15%	654	98	6,076
63	15%	556	83	5,229
64	15%	473	71	4,544
65	25%	402	101	6,565
66	25%	301	75	4,950
67	20%	226	45	3,015
68	20%	181	36	2,448
69	20%	145	29	2,001
70	100%	116	116	8,120
			1,000	<u>63,061</u>
Weighted Average Retirement Age				63

Plan Name: Georgia-Pacific LLC Salaried Pension Plan
EIN / PN: 93-0432081 / 046

Financial Statements and Report of
Independent Certified Public Accountants

Georgia-Pacific LLC Salaried Pension Plan

December 31, 2014 and 2013

Table of contents

Report of Independent Certified Public Accountants	1
Financial statements:	
Statements of net assets available for benefits	3
Statements of changes in net assets available for benefits	4
Notes to financial statements	5
Note:	All schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, as amended (ERISA) have been omitted because they are not applicable.



Grant Thornton

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Plan Administrator
Georgia-Pacific LLC Salaried Pension Plan

Report on the financial statements

We were engaged to audit the accompanying financial statements of the **Georgia-Pacific LLC Salaried Pension Plan** (the “Plan”), which comprise the statements of net assets available for benefits as of December 31, 2014 and 2013, and the related statement of changes in net assets available for benefits for the years 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 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 certified information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2014 and 2013, and for the years then ended, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

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

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements, other than that derived from the certified information described in Note 3, 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.



Atlanta, GA

September 15, 2015

Statements of net assets available for benefits

December 31	2014	2013
Assets:		
Investment in Koch Companies Defined Benefit Master Trust, at fair value	\$ 1,278,529,070	\$ 1,329,232,583
Employer contributions receivable	65,000,000	30,000,000
Total assets	1,343,529,070	1,359,232,583
Liabilities:		
Accrued liabilities	371,756	273,524
Total liabilities	371,756	273,524
Net assets available for benefits	\$ 1,343,157,314	\$ 1,358,959,059

Statements of changes in net assets available for benefits

For the years ended December 31	2014	2013
Additions:		
Net appreciation of investment in Koch Companies Defined Benefit Master Trust, at fair value	\$ 95,402,422	\$ 80,822,957
Employer contributions	65,000,000	51,200,000
Total additions, net	160,402,422	132,022,957
Deductions:		
Benefit payments to participants and beneficiaries	169,967,140	120,689,060
Administrative expenses	6,237,027	3,990,132
Total deductions	176,204,167	124,679,192
Net increase (decrease)	(15,801,745)	7,343,765
Net assets available for benefits, beginning of year	1,358,959,059	1,351,615,294
Net assets available for benefits, end of year	\$1,343,157,314	\$1,358,959,059

Notes to financial statements

1 Description of the Plan

The following description of the Georgia-Pacific LLC Salaried Pension Plan (the Plan) provides only general information. Participants should refer to the Plan document for more complete information.

General

The Plan is a noncontributory cash balance defined benefit pension plan covering United States of America salaried employees of Georgia-Pacific LLC, a Delaware limited liability company, and its affiliates (the Employer or Company). The Plan only covers employees hired before January 1, 2006. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Under the Plan, a hypothetical personal account is maintained for each participant representing the individual's accrued retirement benefit. Each participant's account is credited semi-monthly with benefit and interest credits. Benefit credits are equal to a percentage of a participant's eligible compensation, as defined. The percentage is determined based upon the participant's age as of the December 31 immediately preceding such semi-monthly period, as follows:

Participant's age as of the applicable December 31:	Percentage of Compensation
Below 30	4.0%
30 to 39	4.5%
40 to 49	5.0%
50 to 59	5.5%
60 and over	6.0%

In addition, there is an additional adjustment for participants' compensation which exceeds the Social Security Taxable Wage Base.

Interest credits are calculated by determining the semi-monthly rate that will effectively yield, on an annual basis (when compounded), the annual 30-year Treasury Constant Maturities Rate determined as of the November preceding the Plan Year for which it is effective.

The trustee of the Plan, Bank of New York Mellon/BNY Mellon, N.A. (the trustee), and the Koch Industries, Inc. Investment Committee manage the Plan's investment assets. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

Eligibility

United States of America regular salaried basis employees (or other employees entitled to salaried benefits) of the Company, as determined in accordance with the Company's standard payroll policies and practices, or employees who are United States citizens working abroad at Company-owned facilities and who are paid on the United States payroll (other than an employee who is treated as such solely by reason of the leased employee rules of Section 414(n) of the Internal Revenue Code (the Code)), are eligible for participation in the Plan. Employees who are considered as "leased employees" by reason of the leased employee rules of Section 414(n) of the Code are not eligible to participate in the Plan.

Effective January 1, 2006, the Plan was closed to new participants.

Funding Policy

The Company makes contributions to the Plan based on the funding recommendations of the Plan's independent consulting actuary to meet the minimum requirements under ERISA. The Plan was in compliance with applicable ERISA funding requirements for 2014 and 2013.

Vesting

Actively employed participants become 100% vested upon completion of three years of service, attainment of age 65, death, or disability. If a participant terminates employment prior to satisfying the 100% vesting requirements, he or she forfeits the right to receive the benefits accumulated.

Pension Benefits

Normal retirement commences on the first day of the month on or after the date on which a participant has attained the age of 65. Benefit payments are based on an annuity for life, as defined by the Plan document, if the participant is not married. A married retiree automatically receives his/her pension benefits in the form of a joint and 50% surviving spouse survivor annuity, as defined by the Plan document unless an election is made to receive another benefit form.

Disability Benefits

A participant who terminates employment due to a disability and has met the eligibility requirements under the Plan is entitled to a disability benefit. The benefit is the accrued normal retirement benefit commencing immediately with no reduction for commencement prior to age 65.

Death Benefits

If an unmarried participant dies prior to actual retirement, the participant's beneficiary shall be entitled to receive a lump-sum payment equal to the participant's vested benefit based on past service as of the date of death. If a married vested participant dies prior to actual retirement, the participant's spouse will receive a level life annuity. The spouse may elect other forms of payment as defined by the Plan document.

2 Summary of Significant Accounting Policies**Basis of Accounting**

The accompanying financial statements are prepared under the accrual method of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts of assets and liabilities and changes therein, disclosures of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investment in the Koch Companies Defined Benefit Master Trust (Koch Master Trust) is stated at fair value (Note 3). 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 (Note 4).

Investments held by the master trust that are traded on a national securities exchange are valued at the last reported sales price on the last business day of the Plan year. Investments in preferred stocks, government bonds, corporate bonds, other corporate debt securities, and cash equivalents are valued based on yields available on comparable securities. Investments in common trust funds are based on quoted redemption values on the last business day of the Plan year, as determined by the trustee of the Plan. Investments in limited partnerships are valued at appraised values at the end of the Plan year as reported by the partnerships' respective general partners and the trustee of the Plan. Appraised values are developed using various modeling techniques, including, but not limited to, the strong correlation of the underlying security to one or more broad-based securities market indices and/or other financial instruments. Other investments consist primarily of synthetic equity options that are indexed to specific equity market benchmarks and are valued based upon observable market data. Investments in derivative instruments are marked to market daily based on quoted prices or widely accepted models that use readily observable market parameters as their basis. Amounts owed or due on open derivative contracts are recorded as receivables or payables to the master trust. 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.

Investment related expenses of the master trust, such as trustee and investment manager fees, are paid by the master trust and are netted against (added to) net investment gain (loss) from the master trust.

Payment of Benefits

Benefits are recorded in the year in which they are paid.

Administrative Expenses

Administrative expenses include Pension Benefit Guaranty Corporation premiums, record keeping, legal, and other administration fees directly incurred by the Plan.

Accounting Standards Update

In July 2015 the Financial Accounting Standards Board issued Accounting Standards Update 2015-12 for Accounting Standards Codification Topic 960. The update eliminates the requirement to disclose (1) individual investments that represent 5 percent or more of net assets available for benefits and (2) the net appreciation or depreciation for investments by general type. The Plan has elected to early adopt the amendment and has retrospectively applied the changes to these comparative financial statements.

Subsequent Events

The Plan administrator has evaluated subsequent events through September 15, 2015, the date the financial statements were available to be issued.

3 Financial Information of Master Trust

The Koch Master Trust was established for the collective investment of the assets of participating employee benefit plans of Koch Industries, Inc. and certain subsidiaries. Fund assets are allocated among participating plans by assigning to each plan those transactions (primarily contributions, benefit payments, and specific administrative expenses) which can be specifically identified. Income and expenses resulting from the collective investment of the assets are allocated (on a monthly or daily basis) in proportion to the fair value of the assets assigned to each plan.

The assets of the Koch Master Trust are accounted for on a units-of-participation basis. At December 31, 2014 and 2013, the Plan held 1,278,529,070 and 1,329,232,583 units of the Koch Master Trust with an individual unit estimated fair value of \$1, respectively. The Plan's unit holdings at December 31, 2014 and 2013 had fair values of \$1,278,529,070 and \$1,329,232,583, respectively, which represented approximately 23.3% and 25.5% of the net assets of the Koch Master Trust.

The trustee of the Plan has certified the completeness and accuracy of substantially all investments reflected in the accompanying statements of net assets available for benefits and substantially all of the related investment activity reflected in the statements of changes in net assets available for benefits of the Plan. The net assets of the Koch Master Trust certified as complete and accurate by the trustee totaled \$5,458,619,094 and \$5,214,257,991 at December 31, 2014 and 2013, respectively. Net investment gain (loss) of the Koch Master Trust certified as complete and accurate by the trustee totaled \$371,252,470 and \$320,123,802, and excluded \$18,374,631 and \$7,904,702 of net investment gain related to certain investments in limited partnerships and investment expenses for the years ended December 31, 2014 and 2013, respectively. The Plan's independent auditors have not audited investment information certified by the trustee of the Plan.

A summary of the net assets of the Koch Master Trust is as follows:

December 31	2014	2013
Assets:		
Investments at fair value:		
Cash and cash equivalents	\$ 1,963,884,942	\$ 2,724,740,354
Common and preferred stocks	15,054,204	20,522,577
Corporate bonds and other debt instruments	5,511,180	27,053,713
Government bonds	319,647,617	—
Common trust funds (a)	—	108,792,892
Limited partnerships	3,143,183,712	2,087,554,884
Other investments	66,719,331	254,896,939
Total investments at fair value	5,514,000,986	5,223,561,359
Receivables:		
Interest and dividends	2,906,684	1,053,741
Due from brokers	236,377	—
Total receivables	3,143,061	1,053,741
Total assets	5,517,144,047	5,224,615,100
Liabilities:		
Other payables	—	111,000
Due to brokers	40,150,322	2,341,410
Total liabilities	40,150,322	2,452,410
Net assets	\$ 5,476,993,725	\$ 5,222,162,690

(a) In 2013, \$2,655,437,953 was recategorized from common trust funds to cash and cash equivalents based on the Trust trading activity.

Net investment gain (loss) for the Koch Master Trust is as follows:

For the years ended December 31	2014	2013
Net investment gain:		
Net appreciation in fair value of investments	\$200,592,598	\$177,916,070
Interest, dividend and other income	195,608,230	144,712,266
Investment expenses	(14,478,430)	(5,676,729)
Net investment gain of Koch Companies Defined Benefit Master Trust	\$381,722,398	\$316,951,607

The Koch Master Trust's overall strategy is to provide investment diversification to minimize risk and maximize long-term investment returns while maintaining sufficient liquidity. As a part of this strategy, the master trust holds certain investments that have redemption restrictions, future funding commitments, and other requirements that vary by individual investment. Redemption restrictions are generally short term with the exception of certain limited partnership investments, of which funds frequently cannot be withdrawn for the life of the investment. At December 31, 2014 and 2013, the Koch Master Trust had noncancelable commitments to make future investments in certain limited partnerships totaling \$1,678,436,691 and \$756,247,807, respectively. The commitments mature at various dates designated by the respective fund agreements.

At December 31, 2014 and 2013, the Koch Master Trust held \$1,844,516,044 and \$2,655,437,953, respectively, of collective trust funds managed by Bank of New York Mellon/BNY Mellon, N.A. In addition, fees paid by the Koch Master Trust to the trustee, or an affiliate thereof, for trustee and investment management services totaled \$1,103,584 and \$1,268,441 for the years ended December 31, 2014 and 2013, respectively. Transactions with Bank of New York Mellon/BNY Mellon, N.A., qualify as party-in-interest transactions.

During 2014 and 2013 the Koch Master Trust invested in a limited number of derivative financial instruments. Certain investment managers were allowed to use derivatives for such strategies as portfolio structuring, return enhancement,

and hedging against deterioration of investment holdings from market and interest rate changes. Derivatives are also used as a hedge against foreign currency fluctuations. Derivative instruments included equity index, government and money market forwards and futures, credit default swaps, as well as interest rate swaps and options. The resulting fair value changes of derivative instruments were included in the net appreciation in fair value of investments. Derivative positions held at December 31, 2014 and 2013 were not material and the use of derivative instruments was not believed to materially increase the credit or market risk of the master trust's investments.

4 Fair Value Measurements

FASB ASC 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while 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. There have been no changes in the methodologies used at December 31, 2014 and 2013.

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

December 31, 2014	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 1,963,884,942	\$ —	\$ —	\$ 1,963,884,942
Common and preferred stocks	15,041,094	—	13,110	15,054,204
Corporate bonds and other debt instruments	18,125	5,493,055	—	5,511,180
Government bonds	74,385,584	245,262,033	—	319,647,617
Limited partnerships	765,854,557	209,112,505	2,168,216,650	3,143,183,712
Other investments	40,538,720	26,180,611	—	66,719,331
Total	\$ 2,859,723,022	\$ 486,048,204	\$ 2,168,229,760	\$ 5,514,000,986

The following table sets forth by level, within the fair value hierarchy, a summary of the Koch Master Trust's investment assets at fair value as of December 31, 2013.

December 31, 2013	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	\$ 2,724,740,354	\$ —	\$ —	\$ 2,724,740,354
Common and preferred stocks	20,002,457	496,165	23,955	20,522,577
Corporate bonds and other debt instruments	18,125	—	27,035,588	27,053,713
Common trust funds	—	108,792,892	—	108,792,892
Limited partnerships	49,500,586	280,951,236	1,757,103,062	2,087,554,884
Other investments	18,919,535	63,438,497	172,538,907	254,896,939
Total	\$ 2,813,181,057	\$ 453,678,790	\$ 1,956,701,512	\$ 5,223,561,359

The table below sets forth a summary of changes in fair value of the Koch Master Trust's level 3 investment assets.

	Common and preferred stocks	Corporate bonds and other debt instruments	Limited partnerships	Other investments	Total
At December 31, 2012	\$ 20,750	\$ 67,716,050	\$ 1,076,987,039	\$ 421,897,807	\$ 1,566,621,646
Actual return on plan assets:					
Relating to assets still held at the reporting date	3,205	(3,713,516)	36,334,135	(27,167,413)	5,456,411
Relating to assets sold during the the period	—	6,608,213	19,801,958	3,393,260	29,803,431
Purchases/Transfers in	—	—	1,002,435,621	8,232,713	1,010,668,334
Sales	—	(43,575,159)	(378,455,691)	(233,817,460)	(655,848,310)
At December 31, 2013	23,955	27,035,588	1,757,103,062	172,538,907	1,956,701,512
Actual return on plan assets:					
Relating to assets still held at the reporting date	(10,838)	—	52,042,474	—	52,031,636
Relating to assets sold during the the period	7,114	2,282,223	6,145,797	8,082,553	16,517,687
Purchases	7,430	—	881,901,771	—	881,909,201
Sales	(14,551)	(29,317,811)	(528,976,454)	(180,621,460)	(738,930,276)
At December 31, 2014	\$ 13,110	\$ —	\$ 2,168,216,650	\$ —	\$ 2,168,229,760

The table below sets forth more detailed assumptions used in developing the fair values of the Koch Master Trust's level 3 investment assets for as of December 31, 2014.

Fund Type	Valuation Technique	Significant Unobservable Inputs	Range
Common and preferred stocks	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type	
Corporate bonds and other debt instruments	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type	
Limited partnerships	Valued at probable realization value using cost price or values for recent transactions	Quotes from brokers active in trading the particular security type, counterparty valuations, market data service providers or reference to visible traded levels	
	Company trading and precedent trading multiple	EBITDA Multiple	5 times-19 times
	Discounted cash flow over holding period	Risk adjusted premiums of not achieving a return of capital. 3rd party engineering reports, comparable transactions	
	Discounted cash flow/direct capitalization	Discounted Rate Terminal Capitalization Rate	8/5/2025
	Projected cash flow	Investment, liquidation and wind-down periods	Investment Periods 20-30% Liquidations Periods 15-30% Wind down Periods 10-25%
Other investments	Benchmark pricing based upon country of issuance Broker dealer quote, transaction price or an internal value derived by market data	Benchmark based on country of origin; Quotes or values derived from market data	

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

Certain pension assets were reclassified between levels based on additional information related to the underlying assets. Such reclassifications were immaterial to the Plan financial statements.

Plan management evaluates the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2014, there were no significant transfers in or out of levels 1, 2 or 3.

5 Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the services rendered by the employees to the valuation date. The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal or retirement) between the valuation date and the expected date of payment. The actuarial present value of accumulated plan benefits is presented based on a beginning-of-year benefit information date.

The significant actuarial assumptions used in the December 31, 2013 valuation are as follows:

Method of valuation	Unit credit cost method
Assumed rate of return on investments	7.25%
Mortality	RP-2000 projected with Scale AA to 2021 with a blue collar adjustment
Average age of participants receiving benefits	75.1

These 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 actuarial present value of accumulated plan benefits of the Plan is as follows:

December 31	2013
Accumulated benefits:	
Participants currently receiving payments	\$ 413,346,525
Other participants	875,093,551
Nonvested benefits	—
Total	<u>\$ 1,288,440,076</u>

The changes in the actuarial present value of accumulated plan benefits consist of the following:

For the year ended December 31	2013
Actuarial present value of accumulated plan benefits, beginning of year	\$ 1,244,186,941
Increase for interest due to the decrease in the discount period	88,870,000
Benefits paid	(120,689,060)
Assumption changes	52,444,289
Benefits accumulated and other changes	23,627,906
Actuarial present value of accumulated plan benefits, end of year	<u>\$ 1,288,440,076</u>

Assumption changes include a change in the Plan's assumed rate of return of investments from 7.50% to 7.25%. In addition, there was a change in the mortality tables from RP-2000 projected with Scale AA to 2020 with a blue collar adjustment to RP-2000 projected with Scale AA to 2021 with a blue collar adjustment.

6 Related-Party Transactions

Certain Plan investments are managed by the trustee and therefore, these transactions qualify as party-in-interest transactions.

7 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 set forth in ERISA.

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:

- Benefits attributable to employee contributions, taking into account those paid out before termination.
- 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.
- Other vested benefits insured by the PBGC up to the application limitations discussed below.
- Vested benefits not insured by the PBGC.
- All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal retirement age benefits, early retirement benefits and certain disability and survivor benefits. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, 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 for accumulated benefit obligations, and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

8 Tax Status

The Internal Revenue Service has determined and informed the Company by a letter dated May 5, 1997, that the Plan and related trust are designed in accordance with applicable sections of the Code. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code. An application for a favorable determination letter for the Plan is currently pending with the Internal Revenue Service.

US 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 IRS or other applicable taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2014 and 2013, and for the year ended December 31, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the Plan's financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, the Plan is not currently under audit with respect to any tax periods in progress.

9 Risks and Uncertainties

The Plan through the Koch Master Trust invests in various investment securities. 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, 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 the amounts reported in the statements of net assets available for benefits.

The Plan through the Koch Master Trust invests in securities with contractual cash flows, such as asset-backed securities, collateralized mortgage obligations and commercial mortgage backed securities, including securities backed by subprime mortgage loans. The value, liquidity and related income (loss) of these securities are sensitive to changes in economic conditions, including real estate value, delinquencies or defaults, or both, and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

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 estimation 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.

Appendix B – Summary of Plan Provisions

Plan Provisions

Plan name	Georgia-Pacific LLC Salaried Pension Plan	
Purpose	1/1/2015 Funding Valuation	
Type of plan	Cash Balance	
Normal form	Actuarial equivalent of cash balance account for life	
Plan eligibility	Closed to new participants 01/01/2006 (GP Cellulose LLC on 04/01/2006)	
Years of service	Elapsed time	
Pension earnings	Total pay, excluding severance and reimbursements	
Class	Salaried and certain non-union employees. Some employee groups have ceased participation	
Cash balance account	Sum of opening balance, periodic pay credits, and periodic interest credits	
Opening balance	Present value of annuity under prior plan, if applicable	
Periodic pay credits	Percentage of pension earnings	
▶ Basic pay credit	Age	Percentage
	Under 30	4.0%
	30 – 39	4.5%
	40 – 49	5.0%
	50 – 59	5.5%
	60 and over	6.0%
▶ Excess pay credit	Same as basic pay credit applied to compensation in excess of the Social Security Wage Base	
▶ Transition pay credit	No longer accruing	
Periodic interest credits	Based on 30-year Treasury Constant Maturities rate for November of the prior calendar year	
Minimum account balance	Eligible to participate before 01/01/2000 who are age 40 on or before 01/01/1989. The benefit is greater of the cash balance described above or the minimum account balance. The minimum account balance is the sum of opening balance on 01/01/2000, alternative base pay credits, and periodic interest credits as described above.	
Alternative base pay credit	Age Attained On or Before 01/01/1989	Percentage
	40 but less than 46	5.0%
	46	6.0%
	47	7.0%
	48	8.0%
	49	9.0%
	50 and over	10.0%

Benefit	Age	Cont Svc	Age + Memb Svc	Description
Normal retirement	65	--		Actuarial equivalent of accumulated cash balance account. For certain merged groups, prior plan minimum and add-on apply
Early retirement	--	3	--	Same as Normal
Vested termination	--	3	--	Same as Normal
Disablement	--	--	--	If eligible for LTD plan, same as Normal
Pre Ret Death	--	3	--	Same as Normal

Changes in Benefits Valued Since Prior Year

There have been no changes in benefits valued since the prior year.

Optional Forms of Payment

In addition to the normal form of payment, participants are eligible to elect the following actuarial equivalent optional forms:

Single Life Annuity – An annuity payable for the participant's life only

Joint and Survivor Annuity – An annuity payable for the participant's life and upon death, an annuity payable to the beneficiary based on the percentage elected and using conversion factors based on the plan actuarial equivalence bases.

Lump Sum – Single one-time payment. Once payment is made, no further benefits are due from the plan. Other optional forms of payment including level income options are available for merged groups.

SCHEDULE SB ATTACHMENTS

Schedule SB, Line 24
Description of Change in Acturarial Assumptions
as of January 1, 2015

Aspect of Valuation	Old	New
Cash Balance Interest Crediting Rate	3.80%	3.10%

Plan Name: Georgia-Pacific LLC Salaried Pension Plan
EIN / PN: 93-0432081 / 046