

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information For calendar plan year 2016 or fiscal plan year beginning <u>01/01/2016</u> and ending <u>12/31/2016</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.) ☒ 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>RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN</u>	1b	Three-digit plan number (PN) ► <u>031</u>
		1c	Effective date of plan <u>01/01/1974</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>GRAPHIC PACKAGING INTERNATIONAL, INC.</u> <u>1500 RIVEREDGE PKWY, SUITE 100</u> <u>9TH FLOOR</u> <u>ATLANTA, GA 30328</u>		2b Employer Identification Number (EIN) <u>84-0772929</u> 2c Plan Sponsor's telephone number <u>770-240-7200</u> 2d Business code (see instructions) <u>322100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/11/2017</u>	<u>BRIAN WILSON</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

3a Plan administrator's name and address ☐ Same as Plan Sponsor RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL 1500 RIVEREDGE PKWY, SUITE 100 9TH FLOOR ATLANTA, GA 30328	3b Administrator's EIN 58-2073470 3c Administrator's telephone number 770-240-7200
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 3300
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..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1259 6a(2) 0 6b 0 6c 0 6d 0 6e 0 6f 0 6g 6h 4
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1B b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

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 2016 Form M-1 annual report. If the plan was not required to file the 2016 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 _____

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

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

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

A Name of plan <u>RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>031</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>	
2 Assets:	
a Market value	2a <u>210646119</u>
b Actuarial value	2b <u>210646119</u>
3 Funding target/participant count breakdown	
a For retired participants and beneficiaries receiving payment.....	(1) Number of participants <u>1682</u> (2) Vested Funding Target <u>111585123</u> (3) Total Funding Target <u>111585123</u>
b For terminated vested participants.....	<u>359</u> <u>10348926</u> <u>10348926</u>
c For active participants.....	<u>1259</u> <u>75177055</u> <u>78070318</u>
d Total.....	<u>3300</u> <u>197111104</u> <u>200004367</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 <u>6.06 %</u>
6 Target normal cost.....	6 <u>3177295</u>

Statement by Enrolled Actuary

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

SIGN HERE		<u>09/28/2017</u>
	Signature of actuary	Date
<u>JENNIFER A. YANULAVICH</u>	Type or print name of actuary	<u>17-06264</u>
<u>AON CONSULTING, INC.</u>	Firm name	Most recent enrollment number
<u>3350 RIVERWOOD PARKWAY</u> <u>SUITE 80</u> <u>ATLANTA, GA 30339</u>	Address of the firm	<u>770-956-7777</u>
		Telephone number (including area code)

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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	11671599
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	11671599
10	Interest on line 9 using prior year's actual return of 0.55%	0	64194
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		10904720
b(1)	Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of 6.26%		682635
b(2)	Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c	Total available at beginning of current plan year to add to prefunding balance		11587355
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	4280000
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	7455793

Part III Funding Percentages			
14	Funding target attainment percentage	14	101.59%
15	Adjusted funding target attainment percentage	15	105.32%
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	102.83%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/30/2016	2100000	0			
Totals ►			18(b)	2100000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a	Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b	Contributions made to avoid restrictions adjusted to valuation date	19b 0
c	Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 1980648
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?		☐ Yes ☒ No
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?		☐ Yes ☐ No
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd

Part V	Assumptions Used to Determine Funding Target and Target Normal Cost		
21	Discount rate:		
a	Segment rates:	<div style="display: flex; justify-content: space-around;"> <div>1st segment: 4.43%</div> <div>2nd segment: 5.91%</div> <div>3rd segment: 6.65%</div> </div>	☐ 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	3177295
b	Excess assets, if applicable, but not greater than line 31a	31b	3177295
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	
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
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	1980648
38	Present value of excess contributions for current year (see instructions)		
a	Total (excess, if any, of line 37 over line 36)	38a	1980648
b	Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0
39	Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0
40	Unpaid minimum required contributions for all years	40	0
Part IX	Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)		
41	If an election was made to use PRA 2010 funding relief for this plan:		
a	Schedule elected	☐ 2 plus 7 years ☐ 15 years	
b	Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42	Amount of acceleration adjustment	42	
43	Excess installment acceleration amount to be carried over to future plan years	43	

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

<div>A</div> <div>Name of plan</div> <div>RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN</div>	<div>B</div> <div>Three-digit plan number (PN)</div> <div>▶</div> <div>031</div>
<div>C</div> <div>Plan sponsor's name as shown on line 2a of Form 5500</div> <div>GRAPHIC PACKAGING INTERNATIONAL, INC.</div>	<div>D</div> <div>Employer Identification Number (EIN)</div> <div>84-0772929</div>

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

☐ Yes ☒ No
- b

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(complete as many entries as needed)

a Name:	BABUSH NEIMAN KORNMAN & JOHNSON LLP	b EIN:	58-0942047
c Position:	ACCOUNTANT		
d Address:	5909 PEACHTREE DUNWOODY ROAD SUITE 800 ATLANTA, GA 30328	e Telephone:	770-261-1900

Explanation: MERGED WITH CARR, RIGGS & INGRAM, LLC ON 03.01.17

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="border: 1px solid black; padding: 5px; display: inline-block;"> 2016 </div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>031</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>031</u>		
B Three-digit plan number (PN) ►	<u>031</u>				
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</u>				

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: GRAPHIC PKG INT'L INC MASTER TRUST

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

c EIN-PN <u>84-0772929-093</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>218460066</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

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

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

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

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

SCHEDULE H (Form 5500) Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2016
		This Form is Open to Public Inspection

For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016		
A Name of plan RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN	B Three-digit plan number (PN) ►	031
C Plan sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, INC.	D Employer Identification Number (EIN) 84-0772929	

Part I	Asset and Liability Statement
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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)	8700000	0
(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)	202347527	218460066
(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	211047527	218460066

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	138239	163332
i Acquisition indebtedness	1i		
j Other liabilities	1j	0	218296734
k Total liabilities (add all amounts in lines 1g through 1j)	1k	138239	218460066

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	210909288	0
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	2100000	
(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)		2100000
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		16977356
(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		19077356

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	11689910	
(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)		11689910
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		11689910

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		7387446
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		218296734

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: CARR, RIGGS & INGRAM, LLC

(2) EIN: 72-1396621

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

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

	Yes	No	Amount
4a		X	
4b		X	

		Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e Was this plan covered by a fidelity bond?	4e	X		25000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k	X		
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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)
ALTIIVITY PACKAGING PENSION PLAN FOR HOURLY EMPLOYEES	84-0772929	096

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year 3974677. (See instructions.)

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

A Name of plan <u>RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>031</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GRAPHIC PACKAGING INTERNATIONAL, INC.</u>	D Employer Identification Number (EIN) <u>84-0772929</u>

Part I	Distributions
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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>25-1904625</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	<u>5</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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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>45.0</u> % Investment-Grade Debt: <u>48.0</u> % High-Yield Debt: <u>7.0</u> % Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☒ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☒ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan? If "No," skip b	☐ Yes ☐ No
20b How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor ☐ "Prior year" ADP test ☐ "Current year" ADP test ☐ N/A
21a What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test ☐ Average benefit test ☐ N/A
21b Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes ☐ No
22a If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter _____ / _____ / _____ and the serial number _____.	
22b If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter _____ / _____ / _____.	

Riverwood International Hourly Retirement Plan

FINANCIAL STATEMENTS

December 31, 2016 and 2015



CRI CARR
RIGGS &
INGRAM

CPAs and Advisors

CRIcpa.com

Riverwood International Hourly Retirement Plan
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December 31, 2016 and 2015

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REPORT

INDEPENDENT AUDITORS' REPORT

To the Retirement Committee
Riverwood International Hourly Retirement Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Riverwood International Hourly Retirement Plan (the "Plan") which comprise the statement of net assets available for benefits as of December 31, 2016, and the related statement of changes in net assets available for benefits for the year then ended and the statement of accumulated plan benefits as of December 31, 2015, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by The Bank of New York Mellon/BNY Mellon, N.A. ("BNY"), the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2016, 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 on the 2016 financial statements. Accordingly, we do not express an opinion on the 2016 financial statements.

Other Matter – 2015 Financial Statements

The financial statements as of December 31, 2015 were audited by Babush, Neiman, Kornman & Johnson, LLP (“BNKJ”), who merged with Carr, Riggs & Ingram, LLC as of March 1, 2017. As permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the plan administrator instructed BNKJ not to perform, and they did not perform, any auditing procedures with respect to the information certified by BNY. Their report, dated October 4, 2016, indicated that (a) because of the significance of the information that they did not audit, they were unable to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion and accordingly, they did not express an opinion on the financial statements and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the trustee, were presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

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

Carr, Riggs & Ingram, LLC

CARR, RIGGS & INGRAM, LLC

Atlanta, Georgia
October 10, 2017



FINANCIAL STATEMENTS

Riverwood International Hourly Retirement Plan Statements of Net Assets Available for Benefits

<i>December 31,</i>	2016	2015
Assets		
Investments at fair value		
Interest in the Graphic Packaging International, Inc. Master Trust	\$ 218,460,066	\$ 202,347,527
Receivables		
Employer contribution	-	8,700,000
Total assets	218,460,066	211,047,527
Liabilities		
Transfers from plan payable - see Note 1	218,296,734	-
Accrued administrative expenses	163,332	138,239
Total liabilities	218,460,066	138,239
Net assets available for benefits	\$ -	\$ 210,909,288

The accompanying footnotes are an integral part of these statements.

Riverwood International Hourly Retirement Plan Statements of Changes in Net Assets Available for Benefits

<i>Years ended December 31,</i>	2016	2015
Additions to net assets attributed to:		
Contributions		
Employer	\$ 2,100,000	\$ 11,850,000
Investment income		
Net gain from the Graphic Packaging International, Inc. Master Trust	18,841,753	1,368,948
Total additions	20,941,753	13,218,948
Deductions from net assets attributed to:		
Benefits paid to participants	11,623,492	11,214,113
Lump sum benefits paid - see Note 1	66,418	1,784,514
Administrative expenses	1,864,397	1,689,339
Total deductions	13,554,307	14,687,966
Net increase (decrease) before transfers	7,387,446	(1,469,018)
Transfers from plan - see Note 1	218,296,734	-
Net decrease	(210,909,288)	(1,469,018)
Net assets available for benefits		
Beginning of year	210,909,288	212,378,306
End of year	\$ -	\$ 210,909,288

The accompanying footnotes are an integral part of these statements.



Riverwood International Hourly Retirement Plan Statement of Accumulated Plan Benefits

As of December 31, 2015

Actuarial present value of accumulated plan benefits

Vested benefits:

Participants currently receiving payments	\$ 109,765,267
Terminated vested participants	10,458,092
Other participants	75,736,996
Total vested benefits	195,960,355

Nonvested benefits	2,712,026
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Total actuarial present value of accumulated plan benefits	\$ 198,672,381
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The accompanying footnotes are an integral part of this statement.

Riverwood International Hourly Retirement Plan Statement of Changes in Accumulated Plan Benefits

Year ended December 31, 2015

Actuarial present value of accumulate plan benefits at beginning of the year	\$ 177,266,149
Benefits accumulated and gains/losses	2,477,855
Increase for interest accumulated	12,559,832
Benefits paid	(12,998,627)
Plan Amendments	(163,329)
Assumption changes	19,530,501
Net increase	21,406,232
Actuarial present value of accumulated plan benefits at end of the year	\$ 198,672,381

The accompanying footnotes are an integral part of this statement.

Riverwood International Hourly Retirement Plan

Notes to Financial Statements

NOTE 1: PLAN DESCRIPTION

The following description of the Riverwood International Hourly Retirement Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more information.

General

The Plan is a noncontributory defined benefit pension plan covering all eligible union hourly employees at Graphic Packaging International, Inc. (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Significant Event – Transfers from Plan

At its meeting on November 10, 2016, the Retirement Committee adopted and approved resolutions, effective as of the close of business on December 31, 2016, to merge the Plan, Graphic Packaging Retirement Plan, Riverwood International Employees Retirement Plan, Field Container Company, L.P. and Related Entities Pension Plan and Mid-America Packaging Retirement Plan, which are all sponsored by the Company and participants in the Graphic Packaging International, Inc. Master Trust, into the Altivity Pension Plan for Hourly Employees, without modifying the accrued benefits payable to participants and beneficiaries under any of the plans. Further, the resolution renames the Altivity Pension Plan for Hourly Employees to GPI US Consolidated Pension Plan. As of December 31, 2016, the transfer of the Plan assets to the GPI US Consolidated Pension Plan is recorded as a Transfer from plan payable in the Statements of Net Assets Available for Benefits and as a Transfer from plan in the Statements of Changes in Net Assets Available for Benefits.

Funding Policy

The Company’s funding policy is to make contributions to the Plan in amounts sufficient to provide for the participants’ benefits and to satisfy the minimum funding standards of ERISA. The Plan has met the minimum funding requirements of ERISA for the years ended December 31, 2016 and 2015. In accordance with the requirements of the Pension Protection Act of 2006 the Plan has elected Funding Relief.

Pension Benefits

Any employee who has attained the normal retirement age (65) is entitled to receive a full pension based upon the employee’s benefit service. Participants of certain locations may also retire at age 62 with 20 years of service with full benefits. Participants who are between the ages of 55 and 65 and have at least 10 years of vesting service may retire at the option of the employee and will receive a percentage of their earned benefit based upon the number of years between their retirement age and age 65. Benefits to be received under the Plan are based on the employee’s years of benefit service and fractions thereof multiplied by the benefit level in effect on the last date of active employment.

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 1: PLAN DESCRIPTION (CONTINUED)

Pension Benefits (Continued)

Effective September 10, 2012, the Plan was closed to new participants, re-hires and transfers for employees represented by USW 4-0364 at the West Monroe, LA Paperboard Division and USW 4-654 at the West Monroe, LA Carton Plant. Effective December 31, 2012, the Plan was amended to freeze benefit service and benefit accruals for non-grandfathered participants at the West Monroe, LA Paperboard Division represented by USW 4-0364 and the West Monroe, LA Carton Plant represented by USW 4-654. A non-grandfathered participant is not eligible for disability retirement after December 31, 2012.

Effective December 22, 2014 the Plan was amended to freeze benefit service and benefit accruals for new hires at Macon USW Local 3-572, IBEW Local 316 and IAM Local 1034.

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

Effective January 1, 2015, the Plan was amended and restated. This restatement incorporates all amendments since the previous restatement, updates the Plan's definition of "Spouse" to comply with guidance from the Internal Revenue Service ("IRS"), and updates the Plan's provisions related to funding-based benefit restrictions under the Internal Revenue Code ("IRC").

Effective November 1, 2015 and 2014, a Special Commencement Right was implemented to allow for a lump sum window election for certain terminated vested participants.

Effective August 31, 2016, the Plan was amended to freeze benefit service and benefit accruals for new hires at West Monroe, Louisiana Mill represented by USW Local 13-0364.

Death and Disability Benefits

If an active participant dies after becoming eligible for a benefit under the Plan but before commencing payment, their surviving spouse is entitled to a benefit.

Vesting

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

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Investment Valuation and Income Recognition

Investments in the Graphic Packaging International, Inc. Master Trust ("the Master Trust") are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

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

Valuation of Financial Instruments

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

Use of Estimates

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

Risks and Uncertainties

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

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Risks and Uncertainties (Continued)

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

Payments of Benefits

Benefits are recorded when paid.

Administrative Expenses

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

Reclassifications

Certain reclassifications have been made to the prior year financial statements in order for them to be in conformity with the current year presentation. There is no effect on the net assets and changes in net assets previously reported due to these reclassifications.

NOTE 3: INTEREST IN MASTER TRUST (UNAUDITED INFORMATION)

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

The Company has elected the method of compliance permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the following investment information was obtained from data that has been prepared and certified as complete and accurate by The Bank of New York Mellon/BNY Mellon, N.A., in accordance with DOL Regulations, and was not subjected to any auditing procedures, except for comparing such information to the amounts included in the Plan's financial statements.

Riverwood International Hourly Retirement Plan

Notes to Financial Statements

NOTE 3: INTEREST IN MASTER TRUST (UNAUDITED INFORMATION) (CONTINUED)

At December 31, 2016 and 2015, the assets of the Master Trust were held by the Trustee of the Plan. The Plan's interest in the net assets of the Master Trust was approximately 24% and 25% at December 31, 2016 and 2015, respectively.

The following table presents the net assets held by the Master Trust at December 31, 2016 and 2015 as certified by the Trustee:

<i>December 31,</i>	2016	2015
Assets		
Investments, at fair value:		
Common/collective trusts	\$ 263,615,306	\$ 378,285,560
U.S. government securities	150,602,416	-
Corporate debt securities	115,830,646	-
Mutual funds	113,805,070	222,598,059
Common stock	111,627,573	130,288,117
Preferred corporate debt securities	94,751,335	-
State and municipal securities	17,757,223	-
Foreign government securities	12,360,287	-
Cash and cash equivalents, including foreign currency	9,396,975	8,258,015
Preferred stock	3,042,738	1,383,614
Forward contracts	326,671	(39)
Futures contracts	(1,071,000)	-
Swap contracts	(1,394,198)	-
103-12 investment entity	-	82,308,574
Total investments	890,651,042	823,121,900
Other receivables	5,128,899	744,805
Total assets	895,779,941	823,866,705
Liabilities		
Other payables	1,789,743	1,036,461
Total liabilities	1,789,743	1,036,461
Net Assets Held by the Master Trust	\$ 893,990,198	\$ 822,830,244

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 3: INTEREST IN MASTER TRUST (UNAUDITED INFORMATION) (CONTINUED)

The following table presents investment income for the Master Trust for the years ended December 31, 2016 and 2015 as certified by the Trustee:

<i>Years ended December 31,</i>	2016	2015
Investment Income:		
Net appreciation (depreciation) in fair value of investments	\$ 66,524,480	\$ (3,465,645)
Dividends	9,556,098	9,700,591
Interest	529,216	1,762
Total investment income	\$ 76,609,794	\$ 6,236,708

NOTE 4: FAIR VALUE MEASUREMENTS (UNAUDITED INFORMATION)

Financial Accounting Standards Board ("FASB"), Accounting Standards Codification ("ASC") 820, *Fair Value Measurements* ("ASC 820"), defines fair value, establishes a framework for measuring fair value and requires additional disclosures about the use of fair value measurements. 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 ASC 820 are described as follows:

Level 1 – Inputs to the valuation methodology are quoted prices available in active markets for identical investments as of the reporting date.

Level 2 – Inputs to the valuation methodology are other than quoted prices in active markets, which are observable as of the reporting date. These inputs include quoted prices for similar assets 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; and 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.

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 4: FAIR VALUE MEASUREMENTS (UNAUDITED INFORMATION) (CONTINUED)

Following is a description of the valuation methodologies used for assets at fair value. There have been no changes in methodologies used at December 31, 2016 and 2015.

Common/collective trusts (the "CCTs"): The Master Trust's interest in the CCTs are valued at the net asset value ("NAV") of shares held by the Plan at year end. The NAV, as provided by the trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the fund will sell the investment for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily. Were the Plan to initiate a full redemption of the CCTs, the investment adviser reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner. As of December 31, 2016 and 2015, there were no unfunded commitments or redemption restrictions on the Plan's investment in the CCTs.

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

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

103-12 investment entity (the "LLC"): The Master Trust's interest in the LLC is stated at fair value. The value is determined by the NAV, based on the underlying investments, as reported by the LLC on the valuation date. As of December 31, 2016 and 2015, there were no unfunded commitments or redemption restrictions on the Plan's investment in the LLC.

U.S. government, corporate debt, state and municipal and foreign government securities: Valued at the bid prices or the average of the bid and asked prices from published sources.

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

Futures contracts: Valued at the last settlement price at the end of each day on the exchange upon which they are traded.

Swap contracts: Valued by an independent pricing service that is widely used by market participants. The swap contracts are priced via observable market assumptions with appropriate adjustments for liquidity and credit risk and are cleared daily through Chicago Mercantile Exchange.

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

Riverwood International Hourly Retirement Plan

Notes to Financial Statements

NOTE 4: FAIR VALUE MEASUREMENTS (UNAUDITED INFORMATION) (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2016 and 2015. There were no level 3 investments as of December 31, 2016 and 2015.

<i>December 31, 2016</i>	Level 1	Level 2	Total
Investments in the Fair Value Hierarchy:			
U.S. government securities	\$ -	\$ 150,602,416	\$ 150,602,416
Corporate debt securities	-	115,830,646	115,830,646
Mutual funds	65,093,260	48,711,810	113,805,070
Common stock	111,627,573	-	111,627,573
Preferred corporate debt securities	-	94,751,335	94,751,335
State and municipal securities	-	17,757,223	17,757,223
Foreign government securities	-	12,360,287	12,360,287
Cash and cash equivalents, including foreign currency	9,396,975	-	9,396,975
Preferred stock	3,042,738	-	3,042,738
Forward contracts	-	326,671	326,671
Futures contracts	-	(1,071,000)	(1,071,000)
Swap contracts	-	(1,394,198)	(1,394,198)
Total investments in the Fair Value Hierarchy	\$ 189,160,546	\$ 437,875,190	\$ 627,035,736
Investments measured at NAV (1):			
Common/collective trusts			263,615,306
Total investments, at fair value			\$ 890,651,042

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 4: FAIR VALUE MEASUREMENTS (UNAUDITED INFORMATION) (CONTINUED)

<i>December 31, 2015</i>	Level 1	Level 2	Total
Investments in the Fair Value			
Hierarchy:			
Mutual funds	\$ 160,796,158	\$ 61,801,901	\$ 222,598,059
Common stock	130,288,117	-	130,288,117
Cash and cash equivalents, including foreign currency	8,258,015	-	8,258,015
Preferred stock	1,383,614	-	1,383,614
Forward contracts	-	(39)	(39)
Total investments in the Fair Value			
Hierarchy	\$ 300,725,904	\$ 61,801,862	\$ 362,527,766
Investments measured at NAV (1):			
Common/collective trusts			378,285,560
103-12 investment entity			82,308,574
Total investments, at fair value			\$ 823,121,900

(1) These investments that are measured at fair value using the NAV per share (or its equivalent practical expedient) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

NOTE 5: DERIVATIVES

The Master Trust transacts in a variety of derivative instruments including forward, futures, and swap contracts. Certain of the investment managers are permitted to use certain specified types of derivatives instruments as part of their respective strategies. The use of derivatives instruments is primarily as a risk management tool and not for trading purposes with each instrument's primary risk exposure being foreign exchange, interest rate, credit and market risk. Use of derivatives for the purpose of speculation is prohibited.

Forward Contracts

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

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 5: DERIVATIVES (CONTINUED)

Futures Contracts

Beginning in 2016, the Master Trust enters into exchange traded U.S. government securities futures contracts to primarily mitigate interest rate risk by managing the duration and curve structure of the Master Trust's investments.

Swap Contracts

Beginning in 2016, the Master Trust enters into interest rate swap contracts to primarily mitigate interest rate risk by managing the duration of the Master Trust's fixed income investments.

Upon entering into futures and swap contracts, the Plan is required to deposit either in cash an amount ("initial margin") equal to a certain percentage of the nominal value of the contract as collateral. Pursuant to the futures and swap contracts, the Plan agrees to receive from or pay to the broker an amount of cash equal to the daily fluctuation in the value of the futures contract. Such receipts or payments are known as "variation margin" which are generally settled daily and are included in the net appreciation (depreciation) of fair value of investments.

The following table presents the gross values of the derivatives and cash being held as collateral at the broker included in the investments of the Master Trust as of December 31, 2016 and 2015.

	Fair Market	Fair Market	Total Fair	
<i>As of December 31, 2016</i>	Value of Assets	Value of Liabilities	Market Value	Collateral Cash
Forward contracts	\$ 4,705,036	\$ (4,378,365)	\$ 326,671	\$ -
Futures contracts	38,000,000	(39,071,000)	(1,071,000)	1,487,006
Swap contracts	59,800,000	(61,194,198)	(1,394,198)	7,000,030
Total	\$ 102,505,036	\$ (104,643,563)	\$ (2,138,527)	\$ 8,487,036

	Fair Market	Fair Market	Total Fair	
<i>As of December 31, 2015</i>	Value of Assets	Value of Liabilities	Market Value	Collateral Cash
Forward contracts	\$ 9,011	\$ (9,050)	\$ (39)	\$ -
Total	\$ 9,011	\$ (9,050)	\$ (39)	\$ -

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 5: DERIVATIVES (CONTINUED)

The following table presents the unrealized and realized gains and (losses) from derivatives included in the net gain from the Master trust for years ended December 31, 2016 and 2015.

<i>Year ended December 31, 2016</i>	Unrealized gains/ (losses)	Realized gains/ (losses)
Forward contracts	\$ 326,671	\$ (68,415)
Futures contracts	(1,071,000)	-
Swap contracts	(1,394,198)	-
Total	\$ (2,138,527)	\$ (68,415)

<i>Year ended December 31, 2015</i>	Unrealized gains/ (losses)	Realized gains/ (losses)
Forward contracts	\$ (39)	\$ (348,767)
Total	\$ (39)	\$ (348,767)

The derivatives within the Master Trust are subject to enforceable master netting arrangements or similar agreements. Under the terms of the master netting agreements, all transactions between the Trust and the counterparty constitute a single business relationship such that in the event of default, the non-defaulting party is entitled to set off claims and apply property held by that party in respect of any transaction against obligations owed. Any payments, deliveries or other transfers may be applied against each other and netted.

NOTE 6: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

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

The actuarial present value of accumulated plan benefits is determined by the Plan's consulting actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. It is at least reasonably possible that the actuarial assumptions used to calculate accumulated plan benefits will change in the near term and that the effect of such change could be significant.

Riverwood International Hourly Retirement Plan Notes to Financial Statements

NOTE 6: ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED)

The significant actuarial assumptions used in the most recent valuation dated December 31, 2015 were:

Interest rate:	6.20% per year
Mortality basis - healthy lives:	RP - 2014 blue collar table adjusted back to 2006 by removing Scale MP - 2014 and the RP - 2014 disabled retirement table adjusted back to 2006 by removing Scale MP - 2014
Normal retirement age:	Age 65

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

The interest rate used to determine the actuarial present value of accumulated plan benefits was changed to 6.20% from 7.35%. The mortality rates used to determine the actuarial present value of accumulated plan benefits were changed to RP-2014 blue collar table adjusted back to 2006 by removing Scale MP-2014 and the RP-2014 disabled retirement table adjusted back to 2006 by removing Scale MP-2014. The effect of these changes was to increase the actuarial present value of accumulated plan benefits by \$19,530,501.

NOTE 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 of ERISA and its related regulations. In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years.

The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.

Riverwood International Hourly Retirement Plan

Notes to Financial Statements

NOTE 7: PLAN TERMINATION (CONTINUED)

2. Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") up to the applicable limitations discussed below.
3. All other vested benefits (vested benefits not insured by the PBGC).
4. All nonvested benefits.

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

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and on the level of benefits guaranteed by the PBGC.

NOTE 8: INCOME TAX STATUS

The Plan obtained a determination letter dated August 31, 2015, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. Although the Plan has been amended since receiving the letter, the plan administrator, the plan actuary and the plan's tax counsel believe the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements.

NOTE 9: PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2016 and 2015, the Plan incurred and accrued trustee and miscellaneous fees of \$361,386 and \$247,545, actuary fees of \$64,681 and \$18,619, and investment management fees of \$414,070 and \$443,282, respectively.

NOTE 10: SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 10, 2017, which is the date the financial statements were available to be issued, and have determined that there are no subsequent events that require disclosure under the *Subsequent Events* topic of the FASB ASC.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Attained Age	Number of Participants Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		1								
25-29	6	19	2							
30-34	8	45	18	3						
35-39	7	42	21	18	6					
40-44	10	36	38	27	29	3				
45-49	7	28	35	37	34	31	2			
50-54	10	24	21	27	42	70	36	13		
55-59	8	10	18	26	25	91	33	15	44	9
60-64		1	11	3	11	72	21	9	31	22
65-69			2		1	21	1	1	1	10
70+						4				2

Note: Compensation has not been shown since it is not taken into account under the plan's formula.

N-1,259

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2015), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Optional Payment Form Election Percentage	5% assumed to elect a 10-year certain and life annuity 25% assumed to elect a joint and 50% survivor annuity 15% assumed to elect a joint and 75% survivor annuity 55% assumed to elect a life annuity
Optional Payment Form Conversion Interest Rate	As defined by plan
Optional Payment Form Conversion Mortality	As defined by plan
Retirement Age	
Active Participants	See Table 1(a)
Terminated Vested Participants	See Table 1(b)
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Disability Rates	See Table 3
Decrement Timing	Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 70% of males and 40% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	Based on the prior year's actual plan administrative expenses (excluding PBGC premiums), plus the estimated PBGC premiums for the current year.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Table 1(a)

Active Retirement Rates	
Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	16.50%
62	33.00%
63	25.00%
64	25.00%
65	35.00%
66	30.00%
67	30.00%
68	15.00%
69	10.00%
70+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Table 1(b)

Terminated Vested Retirement Rates

<u>Age</u>	<u>Rate</u>
55	8.00%
56	8.70%
57	9.52%
58	10.53%
59	11.76%
60	16.67%
61	20.00%
62	25.00%
63	33.33%
64	50.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
20	22.90%	50	4.20%
21	22.90%	51	4.20%
22	22.90%	52	4.20%
23	22.90%	53	4.20%
24	22.90%	54	4.20%
25	15.10%	55	15.00%
26	15.10%	56	15.00%
27	15.10%	57	15.00%
28	15.10%	58	15.00%
29	15.10%	59	15.00%
30	6.50%	60	15.00%
31	6.50%	61	15.00%
32	6.50%	62	15.00%
33	6.50%	63	15.00%
34	6.50%	64	15.00%
35	6.20%	65+	0.00%
36	6.20%		
37	6.20%		
38	6.20%		
39	6.20%		
40	5.90%		
41	5.90%		
42	5.90%		
43	5.90%		
44	5.90%		
45	4.40%		
46	4.40%		
47	4.40%		
48	4.40%		
49	4.40%		

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
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Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.16%	0.24%
16	0.03%	0.03%	46	0.18%	0.27%
17	0.03%	0.03%	47	0.21%	0.30%
18	0.03%	0.03%	48	0.25%	0.33%
19	0.03%	0.03%	49	0.28%	0.36%
20	0.03%	0.03%	50	0.33%	0.40%
21	0.03%	0.03%	51	0.39%	0.44%
22	0.03%	0.03%	52	0.46%	0.49%
23	0.03%	0.03%	53	0.53%	0.54%
24	0.03%	0.03%	54	0.61%	0.59%
25	0.03%	0.03%	55	0.69%	0.64%
26	0.03%	0.03%	56	0.77%	0.69%
27	0.03%	0.03%	57	0.86%	0.74%
28	0.03%	0.04%	58	0.95%	0.80%
29	0.03%	0.04%	59	1.05%	0.85%
30	0.03%	0.04%	60	1.15%	0.90%
31	0.03%	0.05%	61	1.26%	0.96%
32	0.03%	0.05%	62	1.38%	1.01%
33	0.03%	0.06%	63	1.51%	1.05%
34	0.03%	0.06%	64	1.64%	1.09%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.12%			
40	0.08%	0.13%			
41	0.09%	0.15%			
42	0.10%	0.17%			
43	0.12%	0.19%			
44	0.14%	0.22%			

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 01/01/2016 and ending 12/31/2016

▶ **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 RIVERWOOD INTERNATIONAL HOURLY RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 031
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GRAPHIC PACKAGING INTERNATIONAL, INC.	D Employer Identification Number (EIN) 84-0772929
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information			
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2016</u>			
2 Assets:			
a Market value.....		2a	210,646,119
b Actuarial value		2b	210,646,119
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	1,682	111,585,123	111,585,123
b For terminated vested participants	359	10,348,926	10,348,926
c For active participants	1,259	75,177,055	78,070,318
d Total	3,300	197,111,104	200,004,367
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	6.06%	
6 Target normal cost	6	3,177,295	

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	JENNIFER A. YANULAVICH 	09/28/2017
JENNIFER A. YANULAVICH		Date
Type or print name of actuary		1706264
AON CONSULTING, INC.		Most recent enrollment number
Firm name		770-956-7777
3350 RIVERWOOD PARKWAY SUITE 80 ATLANTA GA 30339		Telephone number (including area code)
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, see the Instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2016
v. 160205

Part II Beginning of Year Carryover and Prefunding Balances

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year).....	0	11,671,599
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8).....	0	11,671,599
10 Interest on line 9 using prior year's actual return of <u>0.55%</u>	0	64,194
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		10,904,720
b(1) Interest on the excess, if any, of line 38a over line 38b from prior year Schedule SB, using prior year's effective interest rate of <u>6.26%</u>		682,635
b(2) Interest on line 38b from prior year Schedule SB, using prior year's actual return		0
c Total available at beginning of current plan year to add to prefunding balance		11,587,355
d Portion of (c) to be added to prefunding balance.....		0
12 Other reductions in balances due to elections or deemed elections	0	4,280,000
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	7,455,793

Part III Funding Percentages

14 Funding target attainment percentage	14	101.59%
15 Adjusted funding target attainment percentage	15	105.32%
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	102.83%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

Part IV Contributions and Liquidity Shortfalls**18** Contributions made to the plan for the plan year by employer(s) and employees:

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
12/30/2016	2,100,000	0			
Totals ▶			18(b)	2,100,000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years.....	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	1,980,648

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No
- c** If line 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of quarter of this plan year

(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost			
21 Discount rate:			
a Segment rates:	1st segment: 4.43 %	2nd segment: 5.91 %	3rd segment: 6.65 % ☐ 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	3,177,295
b Excess assets, if applicable, but not greater than line 31a		31b	3,177,295
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	
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		1,980,648
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	1,980,648
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37).....	39		0
40 Unpaid minimum required contributions for all years	40		0
Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)			
41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 6.06%	Interest Adjusted Contribution
December 30, 2016	<u>\$ 2,100,000</u>	364	<u>\$ 1,980,648</u>
Total Contribution	\$ 2,100,000		\$ 1,980,648

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	5.00%	0.7738	2.34
61.5	16.50%	0.7351	7.46
62.5	33.00%	0.6138	12.66
63.5	25.00%	0.4112	6.53
64.5	25.00%	0.3084	4.97
65.5	35.00%	0.2313	5.30
66.5	30.00%	0.1504	3.00
67.5	30.00%	0.1053	2.13
68.5	15.00%	0.0737	0.76
69.5	10.00%	0.0626	0.44
70	100.00%	0.0564	3.95
Weighted Average			62.52

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Schedule SB, Part V—Summary of Plan Provisions

Plan Name	Riverwood International Hourly Retirement Plan.
Effective Date	The Riverwood International Hourly Retirement Plan was last amended and restated as of January 1, 2015 and reflects amendments up to and including Amendment 3, which was effective as of November 1, 2015. The original effective date of the plan is June 1, 1974.
Eligibility for Participation	An employee of the company becomes a participant on his date of hire provided he is: (1) classified as an hourly employee, (2) is employed in a participating unit, and (3) receives compensation other than a pension, severance pay, retainer or fee under contract, and is not a leased employee. The plan is closed to new members.
Partial Plan Freeze (Effective December 31, 2012)	Members of Paperboard Division, West Monroe—Local 4-0364, and members of Carton Plant, West Monroe—Local-4654 who were not either age 55 or who did not have at least 70 age plus benefit service points as of December 31, 2012 (known as non-grandfathered members) will no longer accrue benefits under the plan after December 31, 2012. Members who were at least age 55 or had 70 age plus benefit service points as of December 31, 2012 were given the option of continuing to accrue benefits in the plan beyond December 31, 2012 or could elect to voluntarily become a non-grandfathered member in exchange for an enhanced defined contribution plan.
Partial Plan Freeze (Effective December 31, 2015)	<p>Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 who were not either age 55 or who did not have at least 70 age plus benefit service points as of December 31, 2012 (known as non-grandfathered members) will no longer accrue benefits under the plan after December 31, 2015. Members who were at least age 55 or had 70 age plus benefit service points as of December 31, 2015 were given the option of continuing to accrue benefits in the plan beyond December 31, 2015 or could elect to voluntarily become a non-grandfathered member in exchange for an enhanced defined contribution plan.</p> <p>Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 closed participation to new hires as of December 22, 2014.</p>

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Normal Retirement

Eligibility

Age 65.

Benefit

A participant receives a monthly retirement allowance equal to years of benefit service multiplied by the applicable benefit level at the time of termination.

The benefit levels shown are for participants still accruing benefits.

Location	Effective Date	Benefit Level
Paperboard—West Monroe	09/01/2011	46.75
Paperboard—Macon	01/01/2010	48.00
Packaging—West Monroe	11/01/2008	27.50

If a participant works past normal retirement age or elects to defer commencement of their normal retirement benefit, the participant will receive the greater of the benefit based on all service or the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Early Retirement

Eligibility

Age 55 and 10 years of accumulated service.

Benefit

A retirement allowance, computed in the same way as a normal retirement allowance on the basis of benefit service at his early retirement reduced by $\frac{1}{3}\%$ for each month (4% per year) that payments commence prior to normal retirement date.

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Special Early Retirement
Eligibility

For the Paperboard Division (West Monroe and Macon) and the West Monroe Carton Plan, age 62 and 20 years of accumulated service.

Benefit

The special early retirement pension is computed in the same way as the normal retirement pension on the basis of benefit service at early retirement unreduced for commencement prior to the normal retirement date.

Vested Retirement
Eligibility

Ten years of accumulated service.

Benefit

A deferred vested pension which may commence at age 55 or later. Benefits commencing before age 65 are reduced by $\frac{1}{3}\%$ for each month (4% per year) that payments commence prior to normal retirement date.

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Vested Termination
Eligibility

Five years of accumulated service.

Benefit

A deferred vested pension which may commence at age 55 or later. Benefits commencing before age 65 are reduced as follows:

Age Pension Commences	Early Retirement Factor
55	39%
56	42%
57	46%
58	50%
59	55%
60	61%
61	67%
62	74%
63	81%
64	90%

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will

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receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Disability
Eligibility

Age 40, 10 years of accumulated service, and approval for Total and Permanent Disability by the Retirement Committee. For the Paperboard and Packaging divisions, age 40 need not be attained.

Effective December 31, 2012 non-grandfathered members and grandfathered members at the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana who chose to "opt-out" are not eligible for a disability pension.

Effective December 31, 2015 non-grandfathered members and grandfathered members of Macon USW 572, IBEW 1316, and IAM 1034 who chose to "opt-out" are not eligible for a disability pension.

Benefit

The disability retirement allowance commences immediately and is computed in the same way as the deferred early retirement pension without any reductions for early commencement. Once the normal retirement date is reached, the participant's disability benefit will cease and the participant's normal retirement benefit will start. At that time, the participant may elect any of the optional forms available to participants who retire.

Surviving Spouse
Eligibility

Upon death before retirement but after completing five years of accumulated service, a spouse is entitled to a spouse's benefit.

Benefit

The spouse's benefit is computed as though the participant had retired on his date of death, had elected to receive his pension on the first day of the next calendar month (or age 55, if later) as a 50% joint and survivor annuity, and then died on the following day.

For the Paperboard and Packaging divisions, if the participant dies prior to age 65 but after age 55 with at least 15 years of accumulated service, the spouse may elect the following benefit in lieu of the above benefit: 40% of the deferred early retirement pension without any reductions for early commencement payable from

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the later of the participant's death or the spouse's attainment of age 55 until the earlier of the spouse's death or remarriage.

Maximum Benefit

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

Normal Form of Annuity

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

Cash Out of Small Benefits

If the equivalent actuarial value of the participant's benefit or a spouse's death benefit is \$5,000 or less, a lump sum payment shall be made as soon as administratively possible.

Optional Benefits in Lieu of Regular Benefits

Prior to retirement, a participant may elect to have his pension adjusted to provide a reduced amount payable to him for his life with a provision that 75%, 66⅔%, 50%, 33⅓%, or 25% of such reduced pension will be continued after death during the life of a contingent annuitant. Other available options are straight life annuity, 5-years certain and life, and 10-year certain and life.

Income leveling option: A participant may elect to receive a pension prior to his Social Security retirement age which is the actuarial equivalent of the pension otherwise payable to him, in such amounts that, with his Social Security benefit, he will receive approximately the same amount each year before and after Social Security benefits begin. A participant may elect a leveling age of either 62 or the participant's Social Security retirement age.

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Optional Forms of Annuity (not available for Disability Retirement Allowance)

For joint and survivor option, the member's reduced pension amount is determined by multiplying the life annuity amount by the factor, but not greater than 1.000, under the following formula:

A minus BX minus CY, where X is the member's age minus 55, Y is the member's age minus the age of the member's beneficiary. A, B, and C applicable to each option are as follows:

Optional Form	A	B	C
75% Joint and Survivor	0.882	0.005	0.007
66⅔% Joint and Survivor	0.893	0.004	0.007
50% Joint and Survivor	0.918	0.003	0.005
33⅓% Joint and Survivor	0.944	0.003	0.004
25% Joint and Survivor	0.957	0.002	0.003

For the period certain option, the member's reduced pension amount is determined by multiplying the life annuity amount by the factor, but not greater than 1.000, under the following formula:

A minus BX, where X is the member's age minus 55. A and B applicable to each option are as follows:

Optional Form	A	B
5 Year Certain and Life	0.992	0.002
10 Year Certain and Life	0.968	0.006

For the purpose of calculating lump sum payments and level income option:

Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution.

Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.

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Optional Form for Disability Retirement

A married member may elect a life only option or a 50% qualified joint and survivor annuity. The benefit payable under the 50% qualified joint and survivor annuity is determined by multiplying the benefit by 0.735 minus 0.007X minus 0.004Y, but not greater than 1.000, where X is the member's age minus 55, and Y is the member's age minus the age of the member's spouse. Once a participant receiving a disability retirement allowance reaches their normal retirement date, the participant will commence a normal retirement allowance and may reelect the optional form of payment, choosing any of the options available for normal retirements.

Definitions

Accumulated Service

For participants still accruing benefits, a year of accumulated service is earned if the employee completes at least 1,000 hours of service during the calendar year.

Benefit Service

For participants still accruing benefits, benefit service in a calendar year is determined based on hours of service.

Hours of Service	Benefit Service
1 to 250	0.125
251 to 750	0.250
751 to 1,250	0.500
1,251 to 1,750	0.750
1,751 or more	1.00

If an employee completes at least 1,000 hours but less than 1,751 hours, benefit service earned will be no less than the hours of service divided by 2,080.

For the Paperboard Division, Macon, benefit service is credited from June 30, 1992 only.

Changes in Plan Provisions for the January 1, 2016 Valuation

- A lump sum window was offered in 2015 to terminated vested participants who were not included in the 2014 lump sum window.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

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Changes in Plan Provisions for the January 1, 2015 Valuation

- Effective December 22, 2014 the plan is closed to new hires for Macon USW 572, IBEW 1316, and IAM 1034.
- Effective December 31, 2015, benefit accruals were frozen for Macon USW 572, IBEW 1316, and IAM 1034 members except for those who were grandfathered (age 55 or older or age plus benefit service of at least 70) and did not "opt-out" to choose to have their benefits frozen.
- Effective December 31, 2015 non-grandfathered members and grandfathered members of Macon USW 572, IBEW 1316, and IAM 1034 who chose to "opt-out" are not eligible for a disability pension.
- A lump sum window was offered in 2014 to certain terminated vested participants with lump sum amounts less than \$50,000.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2014 Valuation

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2013 Valuation

- Effective December 31, 2012, the benefits for the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana location were frozen as of December 31, 2012 except for those who were grandfathered (age 55 or older or age plus benefit service of at least 70) and did not "opt out" to choose to have their benefits frozen.
- Effective December 31, 2012 non-grandfathered members and grandfathered members at the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana who chose to "opt-out" are not eligible for a disability pension.
- An increase in the IRC section 415 dollar limit for defined benefit plans from \$200,000 in 2012 to \$205,000 in 2013.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2012 Valuation

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

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

Interest Rates for Minimum Funding Purposes	Based on segment rates with a four-month lookback (as of September 2015), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	4.43%
2nd Segment Rate	5.91%
3rd Segment Rate	6.65%
Optional Payment Form Election Percentage	5% assumed to elect a 10-year certain and life annuity 25% assumed to elect a joint and 50% survivor annuity 15% assumed to elect a joint and 75% survivor annuity 55% assumed to elect a life annuity
Optional Payment Form Conversion Interest Rate	As defined by plan
Optional Payment Form Conversion Mortality	As defined by plan
Retirement Age	
Active Participants	See Table 1(a)
Terminated Vested Participants	See Table 1(b)
Mortality Rates	
Healthy and Disabled	2016 static mortality table for annuitants and non- annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2

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Disability Rates	See Table 3
Decrement Timing	Middle of year decrements (except that retirement is assumed to occur at the beginning of the year for ages where the assumed retirement rate is 100%)
Surviving Spouse Benefit	It is assumed that 70% of males and 40% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$210,000.
Valuation of Plan Assets	Fair market value
Trust Expenses Included in Target Normal Cost	Based on the prior year's actual plan administrative expenses (excluding PBGC premiums), plus the estimated PBGC premiums for the current year.
Actuarial Method	Standard unit credit cost method
Valuation Date	January 1, 2016

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Table 1(a)

Active Retirement Rates

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	16.50%
62	33.00%
63	25.00%
64	25.00%
65	35.00%
66	30.00%
67	30.00%
68	15.00%
69	10.00%
70+	100.00%

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Table 1(b)

Terminated Vested Retirement Rates

<u>Age</u>	<u>Rate</u>
55	8.00%
56	8.70%
57	9.52%
58	10.53%
59	11.76%
60	16.67%
61	20.00%
62	25.00%
63	33.33%
64	50.00%
65+	100.00%

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Table 2

Withdrawal Rates

Age	Rate	Age	Rate
20	22.90%	50	4.20%
21	22.90%	51	4.20%
22	22.90%	52	4.20%
23	22.90%	53	4.20%
24	22.90%	54	4.20%
25	15.10%	55	15.00%
26	15.10%	56	15.00%
27	15.10%	57	15.00%
28	15.10%	58	15.00%
29	15.10%	59	15.00%
30	6.50%	60	15.00%
31	6.50%	61	15.00%
32	6.50%	62	15.00%
33	6.50%	63	15.00%
34	6.50%	64	15.00%
35	6.20%	65+	0.00%
36	6.20%		
37	6.20%		
38	6.20%		
39	6.20%		
40	5.90%		
41	5.90%		
42	5.90%		
43	5.90%		
44	5.90%		
45	4.40%		
46	4.40%		
47	4.40%		
48	4.40%		
49	4.40%		

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Table 3

Disability Rates

Age	Male	Female	Age	Male	Female
15	0.03%	0.03%	45	0.16%	0.24%
16	0.03%	0.03%	46	0.18%	0.27%
17	0.03%	0.03%	47	0.21%	0.30%
18	0.03%	0.03%	48	0.25%	0.33%
19	0.03%	0.03%	49	0.28%	0.36%
20	0.03%	0.03%	50	0.33%	0.40%
21	0.03%	0.03%	51	0.39%	0.44%
22	0.03%	0.03%	52	0.46%	0.49%
23	0.03%	0.03%	53	0.53%	0.54%
24	0.03%	0.03%	54	0.61%	0.59%
25	0.03%	0.03%	55	0.69%	0.64%
26	0.03%	0.03%	56	0.77%	0.69%
27	0.03%	0.03%	57	0.86%	0.74%
28	0.03%	0.04%	58	0.95%	0.80%
29	0.03%	0.04%	59	1.05%	0.85%
30	0.03%	0.04%	60	1.15%	0.90%
31	0.03%	0.05%	61	1.26%	0.96%
32	0.03%	0.05%	62	1.38%	1.01%
33	0.03%	0.06%	63	1.51%	1.05%
34	0.03%	0.06%	64	1.64%	1.09%
35	0.04%	0.07%	65+	0.00%	0.00%
36	0.04%	0.08%			
37	0.05%	0.09%			
38	0.06%	0.10%			
39	0.07%	0.12%			
40	0.08%	0.13%			
41	0.09%	0.15%			
42	0.10%	0.17%			
43	0.12%	0.19%			
44	0.14%	0.22%			

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2016

Attained Age	Number of Participants									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25		1								
25-29	6	19	2							
30-34	8	45	18	3						
35-39	7	42	21	18	6					
40-44	10	36	38	27	29	3				
45-49	7	28	35	37	34	31	2			
50-54	10	24	21	27	42	70	36	13		
55-59	8	10	18	26	25	91	33	15	44	9
60-64		1	11	3	11	72	21	9	31	22
65-69			2		1	21	1	1	1	10
70+						4				2

Note: Compensation has not been shown since it is not taken into account under the plan's formula.

N-1,259

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Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2016

Date	Amount	Days to Discount to 1/1/2016 at 6.06%	Interest Adjusted Contribution
December 30, 2016	<u>\$ 2,100,000</u>	364	<u>\$ 1,980,648</u>
Total Contribution	\$ 2,100,000		\$ 1,980,648

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Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at mid-year, except for the 100% retirement age.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55.5	5.00%	1.0000	2.78
56.5	5.00%	0.9500	2.68
57.5	5.00%	0.9025	2.59
58.5	5.00%	0.8574	2.51
59.5	5.00%	0.8145	2.42
60.5	5.00%	0.7738	2.34
61.5	16.50%	0.7351	7.46
62.5	33.00%	0.6138	12.66
63.5	25.00%	0.4112	6.53
64.5	25.00%	0.3084	4.97
65.5	35.00%	0.2313	5.30
66.5	30.00%	0.1504	3.00
67.5	30.00%	0.1053	2.13
68.5	15.00%	0.0737	0.76
69.5	10.00%	0.0626	0.44
70	100.00%	0.0564	3.95
Weighted Average			62.52

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Schedule SB, Part V—Summary of Plan Provisions

Plan Name	Riverwood International Hourly Retirement Plan.
Effective Date	The Riverwood International Hourly Retirement Plan was last amended and restated as of January 1, 2015 and reflects amendments up to and including Amendment 3, which was effective as of November 1, 2015. The original effective date of the plan is June 1, 1974.
Eligibility for Participation	An employee of the company becomes a participant on his date of hire provided he is: (1) classified as an hourly employee, (2) is employed in a participating unit, and (3) receives compensation other than a pension, severance pay, retainer or fee under contract, and is not a leased employee. The plan is closed to new members.
Partial Plan Freeze (Effective December 31, 2012)	Members of Paperboard Division, West Monroe—Local 4-0364, and members of Carton Plant, West Monroe—Local-4654 who were not either age 55 or who did not have at least 70 age plus benefit service points as of December 31, 2012 (known as non-grandfathered members) will no longer accrue benefits under the plan after December 31, 2012. Members who were at least age 55 or had 70 age plus benefit service points as of December 31, 2012 were given the option of continuing to accrue benefits in the plan beyond December 31, 2012 or could elect to voluntarily become a non-grandfathered member in exchange for an enhanced defined contribution plan.
Partial Plan Freeze (Effective December 31, 2015)	<p>Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 who were not either age 55 or who did not have at least 70 age plus benefit service points as of December 31, 2012 (known as non-grandfathered members) will no longer accrue benefits under the plan after December 31, 2015. Members who were at least age 55 or had 70 age plus benefit service points as of December 31, 2015 were given the option of continuing to accrue benefits in the plan beyond December 31, 2015 or could elect to voluntarily become a non-grandfathered member in exchange for an enhanced defined contribution plan.</p> <p>Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 closed participation to new hires as of December 22, 2014.</p>

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Normal Retirement

Eligibility

Age 65.

Benefit

A participant receives a monthly retirement allowance equal to years of benefit service multiplied by the applicable benefit level at the time of termination.

The benefit levels shown are for participants still accruing benefits.

Location	Effective Date	Benefit Level
Paperboard—West Monroe	09/01/2011	46.75
Paperboard—Macon	01/01/2010	48.00
Packaging—West Monroe	11/01/2008	27.50

If a participant works past normal retirement age or elects to defer commencement of their normal retirement benefit, the participant will receive the greater of the benefit based on all service or the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Early Retirement

Eligibility

Age 55 and 10 years of accumulated service.

Benefit

A retirement allowance, computed in the same way as a normal retirement allowance on the basis of benefit service at his early retirement reduced by $\frac{1}{3}\%$ for each month (4% per year) that payments commence prior to normal retirement date.

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

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Special Early Retirement
Eligibility

For the Paperboard Division (West Monroe and Macon) and the West Monroe Carton Plan, age 62 and 20 years of accumulated service.

Benefit

The special early retirement pension is computed in the same way as the normal retirement pension on the basis of benefit service at early retirement unreduced for commencement prior to the normal retirement date.

Vested Retirement
Eligibility

Ten years of accumulated service.

Benefit

A deferred vested pension which may commence at age 55 or later. Benefits commencing before age 65 are reduced by $\frac{1}{3}\%$ for each month (4% per year) that payments commence prior to normal retirement date.

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Vested Termination
Eligibility

Five years of accumulated service.

Benefit

A deferred vested pension which may commence at age 55 or later. Benefits commencing before age 65 are reduced as follows:

Age Pension Commences	Early Retirement Factor
55	39%
56	42%
57	46%
58	50%
59	55%
60	61%
61	67%
62	74%
63	81%
64	90%

If a participant elects to defer commencement of their benefit past normal retirement age, the participant will

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receive the actuarial equivalent of the benefit that would have been payable at normal retirement age. Actuarial equivalence is determined using the 1984 UP-Mortality table and a 5% interest rate.

Disability
Eligibility

Age 40, 10 years of accumulated service, and approval for Total and Permanent Disability by the Retirement Committee. For the Paperboard and Packaging divisions, age 40 need not be attained.

Effective December 31, 2012 non-grandfathered members and grandfathered members at the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana who chose to "opt-out" are not eligible for a disability pension.

Effective December 31, 2015 non-grandfathered members and grandfathered members of Macon USW 572, IBEW 1316, and IAM 1034 who chose to "opt-out" are not eligible for a disability pension.

Benefit

The disability retirement allowance commences immediately and is computed in the same way as the deferred early retirement pension without any reductions for early commencement. Once the normal retirement date is reached, the participant's disability benefit will cease and the participant's normal retirement benefit will start. At that time, the participant may elect any of the optional forms available to participants who retire.

Surviving Spouse
Eligibility

Upon death before retirement but after completing five years of accumulated service, a spouse is entitled to a spouse's benefit.

Benefit

The spouse's benefit is computed as though the participant had retired on his date of death, had elected to receive his pension on the first day of the next calendar month (or age 55, if later) as a 50% joint and survivor annuity, and then died on the following day.

For the Paperboard and Packaging divisions, if the participant dies prior to age 65 but after age 55 with at least 15 years of accumulated service, the spouse may elect the following benefit in lieu of the above benefit: 40% of the deferred early retirement pension without any reductions for early commencement payable from

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the later of the participant's death or the spouse's attainment of age 55 until the earlier of the spouse's death or remarriage.

Maximum Benefit

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

Normal Form of Annuity

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

Cash Out of Small Benefits

If the equivalent actuarial value of the participant's benefit or a spouse's death benefit is \$5,000 or less, a lump sum payment shall be made as soon as administratively possible.

Optional Benefits in Lieu of Regular Benefits

Prior to retirement, a participant may elect to have his pension adjusted to provide a reduced amount payable to him for his life with a provision that 75%, 66⅔%, 50%, 33⅓%, or 25% of such reduced pension will be continued after death during the life of a contingent annuitant. Other available options are straight life annuity, 5-years certain and life, and 10-year certain and life.

Income leveling option: A participant may elect to receive a pension prior to his Social Security retirement age which is the actuarial equivalent of the pension otherwise payable to him, in such amounts that, with his Social Security benefit, he will receive approximately the same amount each year before and after Social Security benefits begin. A participant may elect a leveling age of either 62 or the participant's Social Security retirement age.

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Optional Forms of Annuity (not available for Disability Retirement Allowance)

For joint and survivor option, the member's reduced pension amount is determined by multiplying the life annuity amount by the factor, but not greater than 1.000, under the following formula:

A minus BX minus CY, where X is the member's age minus 55, Y is the member's age minus the age of the member's beneficiary. A, B, and C applicable to each option are as follows:

Optional Form	A	B	C
75% Joint and Survivor	0.882	0.005	0.007
66⅔% Joint and Survivor	0.893	0.004	0.007
50% Joint and Survivor	0.918	0.003	0.005
33⅓% Joint and Survivor	0.944	0.003	0.004
25% Joint and Survivor	0.957	0.002	0.003

For the period certain option, the member's reduced pension amount is determined by multiplying the life annuity amount by the factor, but not greater than 1.000, under the following formula:

A minus BX, where X is the member's age minus 55. A and B applicable to each option are as follows:

Optional Form	A	B
5 Year Certain and Life	0.992	0.002
10 Year Certain and Life	0.968	0.006

For the purpose of calculating lump sum payments and level income option:

Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution.

Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Optional Form for Disability Retirement

A married member may elect a life only option or a 50% qualified joint and survivor annuity. The benefit payable under the 50% qualified joint and survivor annuity is determined by multiplying the benefit by 0.735 minus 0.007X minus 0.004Y, but not greater than 1.000, where X is the member's age minus 55, and Y is the member's age minus the age of the member's spouse. Once a participant receiving a disability retirement allowance reaches their normal retirement date, the participant will commence a normal retirement allowance and may reelect the optional form of payment, choosing any of the options available for normal retirements.

Definitions

Accumulated Service

For participants still accruing benefits, a year of accumulated service is earned if the employee completes at least 1,000 hours of service during the calendar year.

Benefit Service

For participants still accruing benefits, benefit service in a calendar year is determined based on hours of service.

Hours of Service	Benefit Service
1 to 250	0.125
251 to 750	0.250
751 to 1,250	0.500
1,251 to 1,750	0.750
1,751 or more	1.00

If an employee completes at least 1,000 hours but less than 1,751 hours, benefit service earned will be no less than the hours of service divided by 2,080.

For the Paperboard Division, Macon, benefit service is credited from June 30, 1992 only.

Changes in Plan Provisions for the January 1, 2016 Valuation

- A lump sum window was offered in 2015 to terminated vested participants who were not included in the 2014 lump sum window.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Schedule SB Attachment (Form 5500)—2016 Plan Year
Riverwood International Hourly Retirement Plan
EIN: 84-0772929 PN: 031

Changes in Plan Provisions for the January 1, 2015 Valuation

- Effective December 22, 2014 the plan is closed to new hires for Macon USW 572, IBEW 1316, and IAM 1034.
- Effective December 31, 2015, benefit accruals were frozen for Macon USW 572, IBEW 1316, and IAM 1034 members except for those who were grandfathered (age 55 or older or age plus benefit service of at least 70) and did not “opt-out” to choose to have their benefits frozen.
- Effective December 31, 2015 non-grandfathered members and grandfathered members of Macon USW 572, IBEW 1316, and IAM 1034 who chose to “opt-out” are not eligible for a disability pension.
- A lump sum window was offered in 2014 to certain terminated vested participants with lump sum amounts less than \$50,000.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2014 Valuation

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$205,000 in 2013 to \$210,000 in 2014.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2013 Valuation

- Effective December 31, 2012, the benefits for the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana location were frozen as of December 31, 2012 except for those who were grandfathered (age 55 or older or age plus benefit service of at least 70) and did not “opt out” to choose to have their benefits frozen.
- Effective December 31, 2012 non-grandfathered members and grandfathered members at the Paperboard Division and Carton Plant employees of the West Monroe, Louisiana who chose to “opt-out” are not eligible for a disability pension.
- An increase in the IRC section 415 dollar limit for defined benefit plans from \$200,000 in 2012 to \$205,000 in 2013.
- An update to the mortality for determining minimum lump sum payments under IRC section 417(e)(3) for the current plan year.

Changes in Plan Provisions for the January 1, 2012 Valuation

- An increase in the IRC section 415 dollar limit for defined benefit plans from \$195,000 in 2011 to \$200,000 in 2012.
- An update to the mortality and interest rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.