

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2018</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2018 or fiscal plan year beginning <u>01/01/2018</u> and ending <u>12/31/2018</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 ☐ special extension (enter description)	☐ the DFVC program

Part II	Basic Plan Information —enter all requested information		
1a	Name of plan <u>GPI US CONSOLIDATED PENSION PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>096</u>
		1c	Effective date of plan <u>07/01/2006</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, LLC</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	Filed with authorized/valid electronic signature.	10/08/2019	BRIAN WILSON
	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

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

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL, INC. 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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 13700
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 who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 4458 6a(2) 3145 6b 5802 6c 2577 6d 11524 6e 946 6f 12470 6g 6h 7
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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (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 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
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 GPI US CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) 096
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GRAPHIC PACKAGING INTERNATIONAL, LLC	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 01 Day 01 Year 2018			
2	Assets:			
a	Market value	2a	1078485942	
b	Actuarial value	2b	1078485942	
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	6528	512094513	512094513
b	For terminated vested participants	2714	92519914	92519914
c	For active participants	4458	249988609	259713873
d	Total	13700	854603036	864328300
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	5.69 %	
6	Target normal cost	6	8382339	

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 M. BRUSHABER	Signature of actuary	10/02/2019
AON CONSULTING, INC.	Type or print name of actuary	Date
4 OVERLOOK POINT LINCOLNSHIRE, IL 60069	Firm name	17-07583
	Address of the firm	Most recent enrollment number
		847-771-2000
		Telephone number (including area code)

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)	385784	59116559
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)	385784	59116559
10 Interest on line 9 using prior year's actual return of <u>15.03</u> %	57983	8885219
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		71023660
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>5.88</u> %		4176191
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		75199851
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	443767	68001778

Part III Funding Percentages

14 Funding target attainment percentage	14	116.85%
15 Adjusted funding target attainment percentage	15	124.77%
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	105.88%
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.	17	%

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

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
Totals ▶			18(b)	0	18(c) 0

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

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

20 Quarterly contributions and liquidity shortfalls:

- a** Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No
- b** If 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: 3.92%	2nd segment: 5.52%	3rd segment: 6.29%	☐ 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)	Prior regulation:	☐ Prescribed - combined	☐ Prescribed - separate	☐ Substitute
	Current regulation:	☐ 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	8382339	
b Excess assets, if applicable, but not greater than line 31a	31b	8382339	
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	0	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	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

<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
		2018
		This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018	
A Name of plan GPI US CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) ▶ 096
C Plan sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, LLC	D Employer Identification Number (EIN) 84-0772929

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)

ALIGHT SOLUTIONS LLC

82-1061233

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14 50	NONE	1376094	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON HEWITT INVESTMENT CONSULTING

27-2436452

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 14 16 28 50	NONE	1120971	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

NISA INVESTMENT ADVISORS, LLC

101 SOUTH HANLEY ROAD
SUITE 1700
ST. LOUIS, MO 63105

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 28 50	NONE	970916	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)

WESTERN ASSET MANAGEMENT

95-2705767

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 28 50	NONE	686082	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 50	NONE	308005	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

STRATEGIC BENEFIT ADVISORS

03-0415817

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
16 28 50	NONE	273906	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)

THE NORTHERN TRUST COMPANY

36-1561860

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	99242	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MAZURSKY

999 PEACHTREE ST
SUITE 1500
ATLANTA, GA 30309

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	12406	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:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan 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>		<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018					
A Name of plan GPI US CONSOLIDATED PENSION PLAN				B Three-digit plan number (PN) ▶ 096	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, LLC				D Employer Identification Number (EIN) 84-0772929	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: GRAPHIC PKG INT'L INC MASTER TRUST					
b Name of sponsor of entity listed in (a): GRAPHIC PACKAGING INTERNATIONAL INC					
c EIN-PN 84-0772929-093		d Entity code M	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 827451640		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)		
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions		

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**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) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2018
		This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning **01/01/2018** and ending **12/31/2018**

A Name of plan GPI US CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) ► 096
C Plan sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, LLC	D Employer Identification Number (EIN) 84-0772929

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(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)	1079481518	827451640
(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	1079481518	827451640

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	995576	1131973
i Acquisition indebtedness	1i		
j Other liabilities	1j		27321223
k Total liabilities (add all amounts in lines 1g through 1j)	1k	995576	28453196

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1078485942	798998444
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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)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(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)		-69386887
(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		-69386887

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	50915057	
(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)		50915057
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)	2513418	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	2334204	
(4) Other	2i(4)	1044231	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		5891853
j Total expenses. Add all expense amounts in column (b) and enter total	2j		56806910

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-126193797
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan.....	2l(2)		153293701

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: WARREN AVERETT, LLC

(2) EIN: 45-4084437

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
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.).....		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		25000000
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?		X	
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?.....		X	
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?.....		X	
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.)		X	
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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)
US GRAPHIC PACKAGING INTERNATIONAL PENSION PLAN	84-0772929	099

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 4153680. (See instructions.)

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2018</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018		
A Name of plan GPI US CONSOLIDATED PENSION PLAN		B Three-digit plan number (PN) ▶ 096
C Plan sponsor's name as shown on line 2a of Form 5500 GRAPHIC PACKAGING INTERNATIONAL, LLC		D Employer Identification Number (EIN) 84-0772929
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 25-1904625		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3 61
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☒ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month Day Year If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☒ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☒ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2018 v. 171027		

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

b The plan year immediately preceding the current plan year

c The second preceding plan year

14a**14b****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

b The corresponding number for the second preceding plan year

15a**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

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

16a**16b**

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: 9.8% Investment-Grade Debt: 87.7% High-Yield Debt: 2.5% Real Estate: 0.0% Other: 0.0%

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

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

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

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

GPI US CONSOLIDATED PENSION PLAN

FINANCIAL STATEMENTS

**AS OF AND FOR THE YEARS ENDED
DECEMBER 31, 2018 AND 2017**

**GPI US CONSOLIDATED PENSION PLAN
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DECEMBER 31, 2018 AND 2017**

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INDEPENDENT AUDITORS' REPORT

To the Retirement Committee and Participants of
GPI US Consolidated Pension Plan

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of GPI US Consolidated Pension Plan (the Plan) which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statements of changes in net assets available for benefits for the years then ended and the statement of accumulated plan benefits as of December 31, 2017, and the related statement of changes in accumulated plan benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on the financial statements based on conducting the audits 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 6, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions as of December 31, 2018 and 2017 and for the years then ended. The Plan administrator has obtained certifications from the trustee as of December 31, 2018 and 2017 and for the years then ended, that the information provided to the Plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Emphasis of Matter

As further discussed in Note 1 to the financial statements, the Plan's sponsor, voted to terminate the Plan effective December 31, 2018. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2017 financial statements to the liquidation basis used in presenting the 2018 financial statements. Our opinion is not modified with respect to this matter.

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

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

Warren Averett, LLC

Atlanta, Georgia
October 4, 2019

**GPI US CONSOLIDATED PENSION PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2018 AND 2017**

	<u>2018</u>	<u>2017</u>
ASSETS	(In liquidation)	
Investments, at fair value		
Interest in Master Trust	<u>\$ 827,451,640</u>	<u>\$ 1,079,481,518</u>
LIABILITIES		
Transfer payable from Plan due to Spinoff	27,321,223	-
Accrued liabilities	<u>1,131,973</u>	<u>995,576</u>
TOTAL LIABILITIES	<u>28,453,196</u>	<u>995,576</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 798,998,444</u></u>	<u><u>\$ 1,078,485,942</u></u>

See notes to the financial statements

**GPI US CONSOLIDATED PENSION PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017**

	2018	2017
ADDITIONS TO NET ASSETS	(In liquidation)	
Employer contributions	\$ -	\$ 75,000,000
Net (loss) gain from Master Trust	(69,386,887)	135,742,234
TOTAL ADDITIONS TO NET ASSETS	(69,386,887)	210,742,234
DEDUCTIONS FROM NET ASSETS		
Benefits paid to participants	50,915,057	49,422,438
Administrative expenses	5,891,853	6,147,949
TOTAL DEDUCTIONS FROM NET ASSETS	56,806,910	55,570,387
NET (DECREASE) INCREASE IN NET ASSETS BEFORE TRANSFERS	(126,193,797)	155,171,847
Transfers into Plan due to Plan Mergers	-	30,000,000
Transfer from Plan due to Spinoff	(153,293,701)	-
NET (DECREASE) INCREASE	(279,487,498)	185,171,847
NET ASSETS AVAILABLE FOR BENEFITS		
AT BEGINNING OF YEAR	1,078,485,942	893,314,095
AT END OF YEAR	\$ 798,998,444	\$ 1,078,485,942

See notes to the financial statements

**GPI US CONSOLIDATED PENSION PLAN
STATEMENT OF ACCUMULATED PLAN BENEFITS
DECEMBER 31, 2017**

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Vested benefits:

Participants currently receiving payments	\$ 519,338,115
Terminated vested participants	101,273,231
Other participants	<u>275,266,351</u>
Total vested benefits	895,877,697

Nonvested benefits	<u>11,258,215</u>
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TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	<u><u>\$ 907,135,912</u></u>
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See notes to the financial statements

**GPI US CONSOLIDATED PENSION PLAN
STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2017**

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

AT BEGINNING OF YEAR	\$ 806,646,381
Increase for interest accumulated	48,503,019
Assumption changes	93,931,739
Benefits paid	(49,422,438)
Other changes	<u>7,477,211</u>

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

AT END OF YEAR	<u><u>\$ 907,135,912</u></u>
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See notes to the financial statements

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

1. DESCRIPTION OF PLAN

The following description of the GPI US Consolidated Pension Plan (the Plan) is provided for general information purposes only. Participants should refer to the official plan document for complete information.

General

Graphic Packaging International, LLC is the Plan Sponsor (the Plan Sponsor) and the Retirement Committee of Graphic Packaging International, LLC (the Retirement Committee) is the Plan administrator. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Prior to January 1, 2017, the Plan Sponsor maintained the Altivity Packaging Pension Plan for Hourly Employees (Altivity Packaging Plan), the Field Container Company, L.P. and Related Entities Pension Plan (Field Container Plan), the Graphic Packaging Retirement Plan (GP Retirement Plan), the Mid-America Packaging Retirement Plan (MidAmerica Plan), the Riverwood International Employees Retirement Plan (Riverwood Employees Plan), and the Riverwood International Hourly Retirement Plan (Riverwood Hourly Plan) as six separate plans. On January 1, 2017, the Field Container Plan, the GP Retirement Plan, the Mid-America Plan, the Riverwood Employees Plan, and the Riverwood Hourly Plan were merged into the Altivity Packaging Plan, which was renamed the GPI US Consolidated Pension Plan. The mergers are accounted for in the statement of changes in net assets for the year ended December 31, 2017.

Plan Termination

On July 31, 2018 the Retirement Committee made the decision to terminate the Plan effective as of the close of business December 31, 2018 (the Termination). In conjunction with the Termination, the portion of the Plan that covered the active population was spun-off and merged into a separate plan, the 2018 US Graphic Packaging International Pension Plan (the 2018 US Plan). In addition, the portions of the Plan that covered certain terminated participants in the Field Container Plan missing identifying data were also spun-off and merged into the 2018 US Plan. The transfer of the Plan assets to the 2018 US Plan is recorded in the statement of changes in net assets available for benefits for the year ended December 31, 2018.

In connection with the Termination, a limited lump-sum window as established by the Retirement Committee will be offered prior to the final distribution date subject to the approval of the Pension Benefit Guarantee Corporation (PBGC). Following the approval of the Plan's termination by the PBGC, the benefits of all participants and beneficiaries shall be satisfied in full through cash distributions to participants, payment to the PBGC, or the purchase of annuities under a group annuity contract, all as determined by the Retirement Committee in its discretion in accordance with applicable PBGC regulations.

Effective as of the Termination of the Plan, the rights of all participants and beneficiaries for benefits accrued as of the date of such termination, to the extent funded as of such date, were 100% vested and nonforfeitable.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

1. DESCRIPTION OF PLAN – CONTINUED

The following key provisions are reflective prior to the Plan Termination.

Funding Policy

The Plan Sponsor's funding policy is to make contributions to the Plan in amounts sufficient to provide for the participant's benefits and to satisfy the minimum funding standards of ERISA. The Plan has met the minimum funding requirements of ERISA for the years ended December 31, 2018 and 2017.

Pension Benefits

Participants are generally entitled to normal retirement benefits beginning at the age of 65 (normal retirement age). The Plan permits early retirement benefits for qualified participants who meet the age and service requirements. In most instances, normal retirement benefits are based upon the participant's years of benefit service multiplied by the participant's benefit level. Early retirement benefits are based upon the participant's earned benefit reduced by a certain percentage for each month prior to normal retirement age.

Death and Disability Benefits

If a participant dies, a death benefit may be payable under the Plan to the participant's surviving spouse. If an active participant becomes disabled, the participant may be entitled to receive benefits under the Plan, if certain service and eligibility requirements are met.

Vesting

Generally, except as otherwise noted within the respective participant's pension agreement, 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.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

In accordance with accounting principles generally accepted in the United States of America (GAAP), the Plan has changed its basis of accounting from the ongoing plan basis used in presenting the 2017 financial statements to the liquidation basis used in presenting the 2018 financial statements.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits and changes therein at the date of the financial statements. Actual results could differ from those estimates.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES – CONTINUED

Risks and Uncertainties

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

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

Investment Valuation and Income Recognition

Investments in 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 3 for discussion of fair value measurements.

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

Payment of Benefits

Benefits are recorded upon distribution.

Administrative Expenses

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

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

3. FAIR VALUE MEASUREMENT

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

- Level 1 – Observable inputs such as quoted prices in active markets;
- Level 2 – Inputs, other than quoted prices in active markets, that are observable either directly or indirectly; and
- Level 3 – Unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

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.

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, 2018 and 2017.

Common/collective trusts (CCT): The Master Trust's interest in the CCTs are valued at the net asset value (NAV) of units 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, 2018 and 2017, there were no unfunded commitments or redemption restrictions on the Plan's investment in the CCTs.

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.

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.

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

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

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

3. FAIR VALUE MEASUREMENT – CONTINUED

The following table set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2018. There were no Level 3 investments as of December 31, 2018.

	2018		
	Level 1	Level 2	Total
Investments in the fair value hierarchy			
U.S. government securities	\$ -	\$ 12,897,867	\$ 12,897,867
Corporate debt securities	-	394,313,846	394,313,846
Common stock	4	-	4
Preferred stock	4,676,669	-	4,676,669
Preferred corporate debt securities	-	350,735,907	350,735,907
State and municipal securities	-	49,996,941	49,996,941
Foreign government securities	-	43,053,854	43,053,854
Cash and cash equivalents	-	8,259,502	8,259,502
Total Investments, in fair value hierarchy	<u>\$ 4,676,673</u>	<u>\$ 859,257,917</u>	863,934,590
Investments measured at NAV ⁽¹⁾			
Common/collective trusts			<u>80,780,363</u>
Total investments, at fair value			<u>\$ 944,714,953</u>

⁽¹⁾ These investments that are measured at fair value using the NAV per unit (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.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

3. FAIR VALUE MEASUREMENT – CONTINUED

The following table set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of December 31, 2017. There were no level 3 investments as of December 31, 2017.

	2017		
	Level 1	Level 2	Total
Investments in the fair value hierarchy			
U.S. government securities	\$ -	\$ 67,119,207	\$ 67,119,207
Corporate debt securities	-	815,300,159	815,300,159
Common stock	8,978	-	8,978
Preferred corporate debt securities	-	3,967,538	3,967,538
State and municipal securities	-	9,958,197	9,958,197
Foreign government securities	-	19,422,011	19,422,011
Cash and cash equivalents	-	48,699,312	48,699,312
Other	-	84,144	84,144
Total investments, in fair value hierarchy	<u>\$ 8,978</u>	<u>\$ 964,550,568</u>	964,559,546
Investments measured at NAV ⁽¹⁾			
Common/collective trusts			<u>105,535,332</u>
Total Investments, at fair value			<u>\$ 1,070,094,878</u>

⁽¹⁾ These investments that are measured at fair value using the NAV per unit (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.

4. 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. Generally, benefits under the Plan are based upon the participant's years of service multiplied by the participant's benefit level, as defined by the Plan, on the date as of which the benefit information is presented (the valuation date). Benefits payable under all circumstances (retirement, death, disability, or termination of employment) are included to the extent they are deemed attributable to employee service rendered through the valuation date.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS – CONTINUED

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

The significant actuarial assumptions used in the most recent valuation dated December 31, 2017 were:

Interest Rate	5.10% per year
Mortality Rates	
Health	
Legacy Riverwood Salaried	Base table: 2006 base rates from the RP-2014 mortality study with white collar adjustments
	Projection: Mortality rates are projected generationally from 2006 using Scale MP-2017
All Other Legacy Plans	Base table: 2006 base rates from the RP-2014 mortality study with blue collar adjustments
	Projection: Mortality rates are projected generationally from 2006 using Scale MP-2017
Disabled (All Legacy Plans except legacy Walter G. Anderson which uses the healthy table)	Base table: 2006 disabled base rates from the RP-2014 mortality study
	Projection: Mortality rates are projected generationally from 2006 using Scale MP-2017
Normal Retirement Age	Varies by Subplan with retirement ages beginning at age 55 with 100% retirement by age 70

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

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2018 AND 2017**

4. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS – CONTINUED

The Plan reporting valuation reflects the following assumption changes: a change in the interest rate from 6.20% to 5.10%, a change in the optional payment form conversion interest rates from the August 2016 417(e) segment rates to the August 2017 417(e) segment rates for lump sums, a change in mortality improvement scale from MP-2016 to MP-2017 for healthy and disabled lives, a change in disabled mortality for legacy Walter G. Anderson participants to use a separate disability table, a change in the optional payment form election percentage to better reflect anticipated future experience as the result of an assumption study, a change in the retirement rates for active participants and terminated vested participants to better reflect anticipated future experience as the result of an assumption study, a change in the withdrawal rates to better reflect anticipated future experience as the result of an assumption study, a change in the percent married and spouse age difference assumptions to better reflect anticipated future experience as the result of an assumption study.

The effect of these changes was to increase the actuarial present value of accumulated plan benefits by \$93,931,739.

The Plan Sponsor anticipates the actuarial present value of accumulated benefits to be \$777,738,777 as of January 1, 2019, which reflects changes due to the change to liquidation basis of accounting and excludes participants related to the Spinoff effective December 31, 2018 (Note 1). The Plan's assets are expected to be sufficient to cover the obligation and, therefore, the employer is not required to contribute additional funding into the Plan.

5. INTEREST IN MASTER TRUST

The Plan is funded through 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 Plan Sponsor. 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 (loss) less actual distributions and allocated administrative expenses. Investment income (loss) 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% allocation to that plan), or 2) the Plan's proportionate share of the income or expense which is attributable to the Master Trust. The Plan's interest in the net assets of the Master Trust was approximately 87% and 100% at December 31, 2018 and 2017, respectively.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
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5. INTEREST IN MASTER TRUST – CONTINUED

The following table presents the net assets held by the Master Trust at December 31, 2018 and 2017 as certified by the Bank of New York Mellon/BNY Mellon, N.A. (the trustee):

	2018	2017
Assets		
Investments, at fair value:		
CCT	\$ 80,780,363	\$ 105,535,332
U.S. government securities	12,897,867	67,119,207
Corporate debt securities	394,313,846	815,300,159
Common stock	4	8,978
Preferred corporate debt securities	350,735,907	3,967,538
State and municipal securities	49,996,941	9,958,197
Foreign government securities	43,053,854	19,422,011
Cash and cash equivalents	8,259,502	48,699,312
Preferred stock	4,676,669	-
Other	-	84,144
Total investments	944,714,953	1,070,094,878
Cash at broker	948,701	1,070,772
Accrued interest and dividends	12,295,869	11,068,135
Receivables for securities sold	1,968,667	255,307
Other receivables	2,026,522	493,300
Total Assets	961,954,712	1,082,982,392
Liabilities		
Other payables	8,480,036	3,500,874
Net Assets Held by the Master Trust	\$ 953,474,676	\$ 1,079,481,518

The following table presents investment (loss) income for the Master Trust for the years ended December 31, 2018 and 2017 as certified by the trustee:

	2018	2017
Investment income:		
Net (depreciation) appreciation in fair value of investments	\$ (112,093,757)	\$ 109,679,561
Dividends	(10,611)	4,900,250
Interest	42,718,975	21,162,423
Total investment (loss) income	\$ (69,385,393)	\$ 135,742,234

**GPI US CONSOLIDATED PENSION PLAN
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6. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2018 and 2017, and for the years ended December 31, 2018 and 2017, included in the Plan's financial statements, which was prepared by, or derived from, information prepared by the trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that such information is complete and accurate.

	<u>2018</u>	<u>2017</u>
Statements of net assets available for benefits		
Investments, at fair value		
Interest in Master Trust	\$ 827,451,640	\$ 1,079,481,518
Statements of changes in net assets available for benefits		
Net (loss) gain from Master Trust	(69,386,887)	135,742,234

Investment information disclosed in Note 5.

7. PLAN TERMINATION

As described in Note 1, the Retirement Committee made the decision to terminate the Plan effective as of the close of business December 31, 2018.

8. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Plan Sponsor, by a letter dated August 31, 2015, that the Plan and related trust were designed in accordance with the applicable regulations of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the letter, the Plan administrator 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.

GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

The Company received an approval of the Plan Termination by the IRS in a letter dated August 23, 2019.

**GPI US CONSOLIDATED PENSION PLAN
NOTES TO THE FINANCIAL STATEMENTS
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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 2018 and 2017, the Plan incurred and accrued trustee fees and miscellaneous fees of \$1,970,411 and \$2,145,995, actuary fees of \$543,007 and \$209,820, and investment management fees of \$2,334,204 and \$1,339,599, respectively.

10. SUBSEQUENT EVENTS

Management has evaluated subsequent events through October 4, 2019, 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 FASB ASC 855, *Subsequent Event*.

Schedule SB Attachment (Form 5500)—2018 Plan Year
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2018

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	2	3								
25-29	10	29	3							
30-34	6	96	54	9						
35-39	6	104	114	56	9					
40-44	14	114	138	127	46	4				
45-49	19	103	163	207	124	48	6			
50-54	16	105	151	196	166	129	76	22	2	
55-59	15	102	107	163	164	136	192	101	39	16
60-64	4	38	57	78	147	75	138	70	47	86
65-69	1	8	11	18	21	18	34	13	12	33
70+		1	2	4	6	2	7	1	3	11

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

N-4,458

Schedule SB Attachment (Form 5500)—2018 Plan Year
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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 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	3.92%
2nd Segment Rate	5.52%
3rd Segment Rate	6.29%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2017), without regard to interest rate stabilization
1st Segment Rate	1.75%
2nd Segment Rate	3.76%
3rd Segment Rate	4.66%
Salary Increases	See Tables 1–2
	Bonuses included in pensionable earnings are adjusted to reflect the averaging of bonuses over five years.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Medicare Part B Premium Increases	5.50%
Optional Payment Form Election Percentage	
Legacy Field Container	100% assumed to elect lump sum.
Legacy Riverwood Hourly	25% assumed to elect a joint and 50% survivor annuity. 15% assumed to elect a joint and 75% survivor annuity. 60% assumed to elect a life annuity.
All Others	15% assumed to elect a joint and 50% survivor annuity. 25% assumed to elect a joint and 100% survivor annuity. 60% assumed to elect a life annuity.
Optional Payment Form Conversion Interest Rate	Underlying funding interest rates for lump sums, otherwise, as defined by plan.

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Optional Payment Form Conversion Mortality	IRC section 417(e) table in effect at the assumed valuation date for lump sum, otherwise, as defined by plan.
Retirement Age	
Active Participants	See Tables 3–5
Current Terminated Vested Participants	See Tables 6–8
Future Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	2018 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) based on 2006 base rates from the RP-2014 mortality study
Withdrawal Rates	See Tables 9–11
Disability Rates	See Tables 12–13
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 80% of males have an eligible spouse who is three years younger and that 50% of females have an eligible spouse who is two years older.
Valuation Compensation	<p>Assumed base pay is the larger of:</p> <p>(a) 2017 pensionable earnings, excluding any bonus, increased by a full year's salary scale, and</p> <p>(b) Current pay rate increased by one-half of the year's salary scale.</p> <p>The assumed base pay is then increased by the average bonus percentage paid for the last five years.</p>
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$220,000 and the IRC section 401(a)(17) compensation limit of \$275,000.
Valuation of Plan Assets	Fair market value

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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, 2018

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Table 1

Salary Merit Increase Rates
Legacy Graphic Packaging Non-Union Hourly

Age	Rate	Age	Rate
15	7.95%	45	3.19%
16	7.95%	46	3.09%
17	7.95%	47	2.99%
18	7.95%	48	2.94%
19	7.95%	49	2.90%
20	7.95%	50	2.85%
21	7.95%	51	2.80%
22	7.95%	52	2.75%
23	7.55%	53	2.70%
24	7.15%	54	2.65%
25	6.76%	55	2.60%
26	6.36%	56	2.30%
27	5.97%	57	2.00%
28	5.57%	58	2.00%
29	5.17%	59	2.00%
30	4.78%	60	2.00%
31	4.38%	61	2.00%
32	3.98%	62	2.00%
33	3.94%	63	2.00%
34	3.89%	64	2.00%
35	3.84%	65+	2.00%
36	3.79%		
37	3.74%		
38	3.69%		
39	3.64%		
40	3.59%		
41	3.54%		
42	3.49%		
43	3.39%		
44	3.29%		

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Table 2

Salary Merit Increase Rates

Legacy Graphic Packaging—Non-Union Salaried and Legacy Riverwood Salaried

Age	Rate	Age	Rate
15	6.46%	45	3.69%
16	6.46%	46	3.59%
17	6.46%	47	3.49%
18	6.46%	48	3.39%
19	6.46%	49	3.29%
20	6.46%	50	3.19%
21	6.46%	51	3.09%
22	6.46%	52	2.99%
23	6.31%	53	2.80%
24	6.16%	54	2.60%
25	6.01%	55	2.50%
26	5.87%	56	2.20%
27	5.72%	57	2.00%
28	5.72%	58	2.00%
29	5.72%	59	2.00%
30	5.72%	60	2.00%
31	5.72%	61	2.00%
32	5.72%	62	2.00%
33	5.62%	63	2.00%
34	5.52%	64	2.00%
35	5.42%	65+	2.00%
36	5.32%		
37	5.22%		
38	4.97%		
39	4.73%		
40	4.48%		
41	4.23%		
42	3.98%		
43	3.89%		
44	3.79%		

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Table 3

Retirement Rates—Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

Age	Rate
55	7.00%
56	7.00%
57	7.00%
58	7.00%
59	15.00%
60	15.00%
61	15.00%
62	20.00%
63	30.00%
64	30.00%
65	30.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70	100.00%

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Table 4

Retirement Rates—Legacy Graphic Packaging Non-Union Hourly

Age	Rate
55	9.00%
56	9.00%
57	9.00%
58	9.00%
59	11.00%
60	11.00%
61	20.00%
62	20.00%
63	20.00%
64	35.00%
65	35.00%
66	35.00%
67	35.00%
68	50.00%
69	75.00%
70	100.00%

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
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Table 5

Retirement Rates—All Others

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	5.00%
61	10.00%
62	20.00%
63	15.00%
64	25.00%
65	35.00%
66	35.00%
67	35.00%
68	25.00%
69	20.00%
70	100.00%

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Table 6

Retirement Rates—Current Terminated Vested Participants: Legacy Graphic Packaging Non-Union Hourly

<u>Age</u>	<u>Rate</u>
55	4.00%
56	4.17%
57	4.35%
58	4.55%
59	9.52%
60	10.53%
61	11.76%
62	13.33%
63	19.23%
64	23.81%
65	100.00%

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Table 7

Retirement Rates—Current Terminated Vested Participants: Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

<u>Age</u>	<u>Rate</u>
55	6.00%
56	6.38%
57	6.82%
58	7.32%
59	7.89%
60	8.57%
61	9.38%
62	22.41%
63	33.33%
64	50.00%
65	100.00%

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Table 8

Retirement Rates—Current Terminated Vested Participants: All Others

<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 9

Withdrawal Rates—Legacy Graphic Packaging Non-Union Hourly

Age	Rate	Age	Rate
15	10.00%	45	6.00%
16	10.00%	46	6.00%
17	10.00%	47	6.00%
18	10.00%	48	6.00%
19	10.00%	49	6.00%
20	10.00%	50	6.00%
21	10.00%	51	6.00%
22	10.00%	52	6.00%
23	10.00%	53	6.00%
24	10.00%	54	6.00%
25	10.00%	55	10.00%
26	10.00%	56	10.00%
27	10.00%	57	10.00%
28	10.00%	58	10.00%
29	10.00%	59	10.00%
30	10.00%	60	20.00%
31	10.00%	61	20.00%
32	10.00%	62	20.00%
33	10.00%	63	20.00%
34	10.00%	64	20.00%
35	9.00%	65+	0.00%
36	9.00%		
37	9.00%		
38	9.00%		
39	9.00%		
40	7.00%		
41	7.00%		
42	7.00%		
43	7.00%		
44	7.00%		

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Table 10

Withdrawal Rates—Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

Age	Rate	Age	Rate
15	10.00%	45	6.40%
16	10.00%	46	6.40%
17	10.00%	47	6.40%
18	10.00%	48	6.40%
19	10.00%	49	6.40%
20	10.00%	50	5.40%
21	10.00%	51	5.40%
22	10.00%	52	5.40%
23	10.00%	53	5.40%
24	10.00%	54	5.40%
25	10.00%	55	7.00%
26	10.00%	56	7.00%
27	10.00%	57	7.00%
28	10.00%	58	7.00%
29	10.00%	59	7.00%
30	9.70%	60	9.10%
31	9.70%	61	9.10%
32	9.70%	62	9.10%
33	9.70%	63	9.10%
34	9.70%	64	9.10%
35	9.50%	65+	0.00%
36	9.50%		
37	9.50%		
38	9.50%		
39	9.50%		
40	7.70%		
41	7.70%		
42	7.70%		
43	7.70%		
44	7.70%		

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Table 11

Withdrawal Rates—All Others

Age	Rate	Age	Rate
15	15.00%	45	5.50%
16	15.00%	46	5.50%
17	15.00%	47	5.50%
18	15.00%	48	5.50%
19	15.00%	49	5.50%
20	15.00%	50	4.50%
21	15.00%	51	4.50%
22	15.00%	52	4.50%
23	15.00%	53	4.50%
24	15.00%	54	4.50%
25	12.00%	55	6.00%
26	12.00%	56	6.00%
27	12.00%	57	6.00%
28	12.00%	58	6.00%
29	12.00%	59	6.00%
30	10.00%	60	15.00%
31	10.00%	61	15.00%
32	10.00%	62	15.00%
33	10.00%	63	15.00%
34	10.00%	64	15.00%
35	7.00%	65+	0.00%
36	7.00%		
37	7.00%		
38	7.00%		
39	7.00%		
40	6.50%		
41	6.50%		
42	6.50%		
43	6.50%		
44	6.50%		

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Table 12

Disability Rates—Legacy Walter G. Anderson

Age	Male	Female	Age	Male	Female
15	0.021%	0.023%	45	0.202%	0.323%
16	0.023%	0.025%	46	0.226%	0.354%
17	0.024%	0.026%	47	0.255%	0.391%
18	0.025%	0.027%	48	0.286%	0.434%
19	0.027%	0.029%	49	0.320%	0.480%
20	0.029%	0.030%	50	0.358%	0.533%
21	0.030%	0.032%	51	0.405%	0.592%
22	0.032%	0.035%	52	0.465%	0.660%
23	0.034%	0.038%	53	0.539%	0.745%
24	0.036%	0.042%	54	0.626%	0.847%
25	0.038%	0.047%	55	0.722%	0.952%
26	0.040%	0.052%	56	0.822%	1.045%
27	0.042%	0.058%	57	0.924%	1.115%
28	0.044%	0.065%	58	1.030%	1.130%
29	0.046%	0.072%	59	1.141%	1.144%
30	0.048%	0.080%	60	1.256%	1.159%
31	0.050%	0.089%	61	1.368%	1.173%
32	0.054%	0.099%	62	1.475%	1.188%
33	0.058%	0.110%	63	1.572%	1.234%
34	0.064%	0.123%	64	1.663%	1.292%
35	0.069%	0.136%	65+	0.000%	0.000%
36	0.077%	0.150%			
37	0.085%	0.165%			
38	0.095%	0.180%			
39	0.105%	0.195%			
40	0.117%	0.211%			
41	0.131%	0.229%			
42	0.147%	0.250%			
43	0.164%	0.273%			
44	0.182%	0.296%			

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Table 13

Disability Rates—All Others

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%			

Form 5500Department of the Treasury
Internal Revenue ServiceDepartment 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**2018****This Form is Open to Public Inspection****Part I Annual Report Identification Information**For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

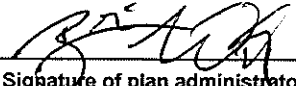
- A** This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
☒ a single-employer plan ☐ a DFE (specify) _____
- B** This return/report is: ☐ the first return/report ☐ 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 GPI US CONSOLIDATED PENSION PLAN	1b Three-digit plan number (PN) ▶ 096
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) GRAPHIC PACKAGING INTERNATIONAL, LLC 1500 RIVEREDGE PKWY, SUITE 100 9TH FLOOR ATLANTA GA 30328	1c Effective date of plan 07/01/2006
	2b Employer Identification Number (EIN) 84-0772929
	2c Plan Sponsor's telephone number 770-240-7200
	2d Business code (see instructions) 322100

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>10-8-19</u>	BRIAN WILSON
	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

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

Form 5500 (2018)
v. 171027

3a Plan administrator's name and address ☐ Same as Plan Sponsor RETIREMENT COMMITTEE OF GRAPHIC PACKAGING INTERNATIONAL, INC. 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 or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 13,700
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 4,458
a(2) Total number of active participants at the end of the plan year	6a(2) 3,145
b Retired or separated participants receiving benefits.....	6b 5,802
c Other retired or separated participants entitled to future benefits	6c 2,577
d Subtotal. Add lines 6a(2), 6b, and 6c.....	6d 11,524
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e 946
f Total. Add lines 6d and 6e.....	6f 12,470
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 7
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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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

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 2018 Form M-1 annual report. If the plan was not required to file the 2018 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) <small>Department of the Treasury Internal Revenue Service</small> <hr/> <small>Department of Labor Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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 2018 This Form is Open to Public Inspection
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For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

► **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 GPI US CONSOLIDATED PENSION PLAN	B Three-digit plan number (PN) ►	096
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF GRAPHIC PACKAGING INTERNATIONAL, LLC	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>2018</u>			
2 Assets:			
a Market value	2a	1,078,485,942	
b Actuarial value	2b	1,078,485,942	
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	6,528	512,094,513	512,094,513
b For terminated vested participants	2,714	92,519,914	92,519,914
c For active participants	4,458	249,988,609	259,713,873
d Total	13,700	854,603,036	864,328,300
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	5.69%	
6 Target normal cost	6	8,382,339	

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 M. BRUSHABER <i>JMB</i> _____ Signature of actuary JENNIFER M. BRUSHABER _____ Type or print name of actuary AON CONSULTING, INC. _____ Firm name 4 OVERLOOK POINT LINCOLNSHIRE IL 60069 _____ Address of the firm	10/02/2019 _____ Date 1707583 _____ Most recent enrollment number 847-771-2000 _____ Telephone number (including area code)
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If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

Part II Beginning of Year Carryover and Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	385,784	59,116,559
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)	385,784	59,116,559
10	Interest on line 9 using prior year's actual return of <u>15.03%</u>	57,983	8,885,219
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		71,023,660
	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>5.88%</u>		4,176,191
	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		75,199,851
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	443,767	68,001,778

Part III Funding Percentages			
14	Funding target attainment percentage	14	116.85%
15	Adjusted funding target attainment percentage	15	124.77%
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	105.88%
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

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

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 0
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No	
b If 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:
3.92 %2nd segment:
5.52 %3rd segment:
6.29 %☐ 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)

Prior regulation:

☐

Prescribed - combined

☐

Prescribed - separate

☐

Substitute

Current regulation:

☐

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**

8,382,339

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

8,382,339

32 Amortization installments:**a** Net shortfall amortization installment

Outstanding Balance

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**

0

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

0

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b**

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

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

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.

Legacy Graphic Packaging Non-Union Hourly				Legacy Graphic Packaging Non-Union Salaried and Riverwood Salaried			
(a)	(b)	(c)	(d)	(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)	Age	Rate	Weight	Product (a) × (b) × (c)
55.5	9.00%	1.0000	5.00	55.5	7.00%	1.0000	3.89
56.5	9.00%	0.9100	4.63	56.5	7.00%	0.9300	3.68
57.5	9.00%	0.8281	4.29	57.5	7.00%	0.8649	3.48
58.5	9.00%	0.7536	3.97	58.5	7.00%	0.8044	3.29
59.5	11.00%	0.6857	4.49	59.5	15.00%	0.7481	6.68
60.5	11.00%	0.6103	4.06	60.5	15.00%	0.6358	5.77
61.5	20.00%	0.5432	6.68	61.5	15.00%	0.5405	4.99
62.5	20.00%	0.4345	5.43	62.5	20.00%	0.4594	5.74
63.5	20.00%	0.3476	4.41	63.5	30.00%	0.3675	7.00
64.5	35.00%	0.2781	6.28	64.5	30.00%	0.2573	4.98
65.5	35.00%	0.1808	4.14	65.5	30.00%	0.1801	3.54
66.5	35.00%	0.1175	2.73	66.5	30.00%	0.1261	2.51
67.5	35.00%	0.0764	1.80	67.5	30.00%	0.0882	1.79
68.5	50.00%	0.0496	1.70	68.5	30.00%	0.0618	1.27
69.5	75.00%	0.0248	1.29	69.5	30.00%	0.0432	0.90
70	100.00%	0.0062	0.43	70	100.00%	0.0303	2.12
Weighted Average			61.33	Weighted Average			61.63

All Others

(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	10.00%	0.7351	4.52
62.5	20.00%	0.6616	8.27
63.5	15.00%	0.5293	5.04
64.5	25.00%	0.4499	7.25
65.5	35.00%	0.3374	7.74
66.5	35.00%	0.2193	5.10
67.5	35.00%	0.1426	3.37
68.5	25.00%	0.0927	1.59
69.5	20.00%	0.0695	0.97
70	100.00%	0.0556	3.89
Weighted Average			63.06

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Group	Active Headcount	Retirement Age
Graphic Packaging Non-Union Hourly	637	61.33
Graphic Packaging Non-Union Salaried and Riverwood Salaried	752	61.63
All Others	<u>3,069</u>	<u>63.06</u>
Total	4,458	62.57

Schedule SB Attachment (Form 5500)—2018 Plan Year
 GPI US Consolidated Pension Plan
 EIN: 84-0772929 PN: 096

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 2017), each adjusted as needed to fall within the 25-year average interest rate stabilization corridor
1st Segment Rate	3.92%
2nd Segment Rate	5.52%
3rd Segment Rate	6.29%
Interest Rates for Maximum Tax Purposes	Based on segment rates with a four-month lookback (as of September 2017), without regard to interest rate stabilization
1st Segment Rate	1.75%
2nd Segment Rate	3.76%
3rd Segment Rate	4.66%
Salary Increases	See Tables 1–2
	Bonuses included in pensionable earnings are adjusted to reflect the averaging of bonuses over five years.
Social Security Wage Base Increases	Future wage indices are based on a national wage increase of 3.50% per year.
Medicare Part B Premium Increases	5.50%
Optional Payment Form Election Percentage	
Legacy Field Container	100% assumed to elect lump sum.
Legacy Riverwood Hourly	25% assumed to elect a joint and 50% survivor annuity. 15% assumed to elect a joint and 75% survivor annuity. 60% assumed to elect a life annuity.
All Others	15% assumed to elect a joint and 50% survivor annuity. 25% assumed to elect a joint and 100% survivor annuity. 60% assumed to elect a life annuity.
Optional Payment Form Conversion Interest Rate	Underlying funding interest rates for lump sums, otherwise, as defined by plan.

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Optional Payment Form Conversion Mortality	IRC section 417(e) table in effect at the assumed valuation date for lump sum, otherwise, as defined by plan.
Retirement Age	
Active Participants	See Tables 3–5
Current Terminated Vested Participants	See Tables 6–8
Future Terminated Vested Participants	Age 62
Mortality Rates	
Healthy and Disabled	2018 static mortality table for annuitants and non-annuitants per §1.430(h)(3)-1(e) based on 2006 base rates from the RP-2014 mortality study
Withdrawal Rates	See Tables 9–11
Disability Rates	See Tables 12–13
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 80% of males have an eligible spouse who is three years younger and that 50% of females have an eligible spouse who is two years older.
Valuation Compensation	<p>Assumed base pay is the larger of:</p> <p>(a) 2017 pensionable earnings, excluding any bonus, increased by a full year's salary scale, and</p> <p>(b) Current pay rate increased by one-half of the year's salary scale.</p> <p>The assumed base pay is then increased by the average bonus percentage paid for the last five years.</p>
Benefit and Compensation Limits	Projected benefits and compensation are limited by the current IRC section 415 maximum benefit of \$220,000 and the IRC section 401(a)(17) compensation limit of \$275,000.
Valuation of Plan Assets	Fair market value

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

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, 2018

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Table 1

Salary Merit Increase Rates

Legacy Graphic Packaging Non-Union Hourly

Age	Rate	Age	Rate
15	7.95%	45	3.19%
16	7.95%	46	3.09%
17	7.95%	47	2.99%
18	7.95%	48	2.94%
19	7.95%	49	2.90%
20	7.95%	50	2.85%
21	7.95%	51	2.80%
22	7.95%	52	2.75%
23	7.55%	53	2.70%
24	7.15%	54	2.65%
25	6.76%	55	2.60%
26	6.36%	56	2.30%
27	5.97%	57	2.00%
28	5.57%	58	2.00%
29	5.17%	59	2.00%
30	4.78%	60	2.00%
31	4.38%	61	2.00%
32	3.98%	62	2.00%
33	3.94%	63	2.00%
34	3.89%	64	2.00%
35	3.84%	65+	2.00%
36	3.79%		
37	3.74%		
38	3.69%		
39	3.64%		
40	3.59%		
41	3.54%		
42	3.49%		
43	3.39%		
44	3.29%		

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Table 2

Salary Merit Increase Rates

Legacy Graphic Packaging—Non-Union Salaried and Legacy Riverwood Salaried

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
15	6.46%	45	3.69%
16	6.46%	46	3.59%
17	6.46%	47	3.49%
18	6.46%	48	3.39%
19	6.46%	49	3.29%
20	6.46%	50	3.19%
21	6.46%	51	3.09%
22	6.46%	52	2.99%
23	6.31%	53	2.80%
24	6.16%	54	2.60%
25	6.01%	55	2.50%
26	5.87%	56	2.20%
27	5.72%	57	2.00%
28	5.72%	58	2.00%
29	5.72%	59	2.00%
30	5.72%	60	2.00%
31	5.72%	61	2.00%
32	5.72%	62	2.00%
33	5.62%	63	2.00%
34	5.52%	64	2.00%
35	5.42%	65+	2.00%
36	5.32%		
37	5.22%		
38	4.97%		
39	4.73%		
40	4.48%		
41	4.23%		
42	3.98%		
43	3.89%		
44	3.79%		

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Table 3

Retirement Rates—Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

<u>Age</u>	<u>Rate</u>
55	7.00%
56	7.00%
57	7.00%
58	7.00%
59	15.00%
60	15.00%
61	15.00%
62	20.00%
63	30.00%
64	30.00%
65	30.00%
66	30.00%
67	30.00%
68	30.00%
69	30.00%
70	100.00%

Schedule SB Attachment (Form 5500)—2018 Plan Year
GPI US Consolidated Pension Plan
EIN: 84-0772929 PN: 096

Table 4

Retirement Rates—Legacy Graphic Packaging Non-Union Hourly

<u>Age</u>	<u>Rate</u>
55	9.00%
56	9.00%
57	9.00%
58	9.00%
59	11.00%
60	11.00%
61	20.00%
62	20.00%
63	20.00%
64	35.00%
65	35.00%
66	35.00%
67	35.00%
68	50.00%
69	75.00%
70	100.00%

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Table 5

Retirement Rates—All Others

<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	10.00%
62	20.00%
63	15.00%
64	25.00%
65	35.00%
66	35.00%
67	35.00%
68	25.00%
69	20.00%
70	100.00%

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Table 6

Retirement Rates—Current Terminated Vested Participants: Legacy Graphic Packaging Non-Union Hourly

<u>Age</u>	<u>Rate</u>
55	4.00%
56	4.17%
57	4.35%
58	4.55%
59	9.52%
60	10.53%
61	11.76%
62	13.33%
63	19.23%
64	23.81%
65	100.00%

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Table 7

Retirement Rates—Current Terminated Vested Participants: Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

<u>Age</u>	<u>Rate</u>
55	6.00%
56	6.38%
57	6.82%
58	7.32%
59	7.89%
60	8.57%
61	9.38%
62	22.41%
63	33.33%
64	50.00%
65	100.00%

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Table 8

Retirement Rates—Current Terminated Vested Participants: All Others

<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 9

Withdrawal Rates—Legacy Graphic Packaging Non-Union Hourly

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
15	10.00%	45	6.00%
16	10.00%	46	6.00%
17	10.00%	47	6.00%
18	10.00%	48	6.00%
19	10.00%	49	6.00%
20	10.00%	50	6.00%
21	10.00%	51	6.00%
22	10.00%	52	6.00%
23	10.00%	53	6.00%
24	10.00%	54	6.00%
25	10.00%	55	10.00%
26	10.00%	56	10.00%
27	10.00%	57	10.00%
28	10.00%	58	10.00%
29	10.00%	59	10.00%
30	10.00%	60	20.00%
31	10.00%	61	20.00%
32	10.00%	62	20.00%
33	10.00%	63	20.00%
34	10.00%	64	20.00%
35	9.00%	65+	0.00%
36	9.00%		
37	9.00%		
38	9.00%		
39	9.00%		
40	7.00%		
41	7.00%		
42	7.00%		
43	7.00%		
44	7.00%		

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Table 10

Withdrawal Rates—Legacy Graphic Packaging Non-Union Salaried and Legacy Riverwood Salaried

Age	Rate	Age	Rate
15	10.00%	45	6.40%
16	10.00%	46	6.40%
17	10.00%	47	6.40%
18	10.00%	48	6.40%
19	10.00%	49	6.40%
20	10.00%	50	5.40%
21	10.00%	51	5.40%
22	10.00%	52	5.40%
23	10.00%	53	5.40%
24	10.00%	54	5.40%
25	10.00%	55	7.00%
26	10.00%	56	7.00%
27	10.00%	57	7.00%
28	10.00%	58	7.00%
29	10.00%	59	7.00%
30	9.70%	60	9.10%
31	9.70%	61	9.10%
32	9.70%	62	9.10%
33	9.70%	63	9.10%
34	9.70%	64	9.10%
35	9.50%	65+	0.00%
36	9.50%		
37	9.50%		
38	9.50%		
39	9.50%		
40	7.70%		
41	7.70%		
42	7.70%		
43	7.70%		
44	7.70%		

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Table 11

Withdrawal Rates—All Others

<u>Age</u>	<u>Rate</u>	<u>Age</u>	<u>Rate</u>
15	15.00%	45	5.50%
16	15.00%	46	5.50%
17	15.00%	47	5.50%
18	15.00%	48	5.50%
19	15.00%	49	5.50%
20	15.00%	50	4.50%
21	15.00%	51	4.50%
22	15.00%	52	4.50%
23	15.00%	53	4.50%
24	15.00%	54	4.50%
25	12.00%	55	6.00%
26	12.00%	56	6.00%
27	12.00%	57	6.00%
28	12.00%	58	6.00%
29	12.00%	59	6.00%
30	10.00%	60	15.00%
31	10.00%	61	15.00%
32	10.00%	62	15.00%
33	10.00%	63	15.00%
34	10.00%	64	15.00%
35	7.00%	65+	0.00%
36	7.00%		
37	7.00%		
38	7.00%		
39	7.00%		
40	6.50%		
41	6.50%		
42	6.50%		
43	6.50%		
44	6.50%		

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Table 12

Disability Rates—Legacy Walter G. Anderson

Age	Male	Female	Age	Male	Female
15	0.021%	0.023%	45	0.202%	0.323%
16	0.023%	0.025%	46	0.226%	0.354%
17	0.024%	0.026%	47	0.255%	0.391%
18	0.025%	0.027%	48	0.286%	0.434%
19	0.027%	0.029%	49	0.320%	0.480%
20	0.029%	0.030%	50	0.358%	0.533%
21	0.030%	0.032%	51	0.405%	0.592%
22	0.032%	0.035%	52	0.465%	0.660%
23	0.034%	0.038%	53	0.539%	0.745%
24	0.036%	0.042%	54	0.626%	0.847%
25	0.038%	0.047%	55	0.722%	0.952%
26	0.040%	0.052%	56	0.822%	1.045%
27	0.042%	0.058%	57	0.924%	1.115%
28	0.044%	0.065%	58	1.030%	1.130%
29	0.046%	0.072%	59	1.141%	1.144%
30	0.048%	0.080%	60	1.256%	1.159%
31	0.050%	0.089%	61	1.368%	1.173%
32	0.054%	0.099%	62	1.475%	1.188%
33	0.058%	0.110%	63	1.572%	1.234%
34	0.064%	0.123%	64	1.663%	1.292%
35	0.069%	0.136%	65+	0.000%	0.000%
36	0.077%	0.150%			
37	0.085%	0.165%			
38	0.095%	0.180%			
39	0.105%	0.195%			
40	0.117%	0.211%			
41	0.131%	0.229%			
42	0.147%	0.250%			
43	0.164%	0.273%			
44	0.182%	0.296%			

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Table 13

Disability Rates—All Others

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, Part V—Summary of Plan Provisions

Effective November 30, 2016, the Walter G. Anderson, Inc. Retirement Plan ("Legacy Walter G. Anderson Plan") was merged into the Altivity Packaging Pension Plan for Hourly Employees ("Legacy Altivity Plan"). Effective January 1, 2017, the Field Container Company, L.P. and Related Entities Pension Plan ("Legacy Field Container Plan"), the Graphic Packaging Retirement Plan ("Legacy Graphic Packaging Plan"), the Mid-American Packaging Retirement Plan ("Legacy Mid-America Plan"), the Riverwood International Employees Retirement Plan ("Legacy Riverwood Salaried Plan"), and the Riverwood International Hourly Retirement Plan ("Legacy Riverwood Hourly Plan") were also merged into the Legacy Altivity Plan, which was then renamed the "GPI US Consolidated Pension Plan."

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Plan Provisions—Legacy Altivity Plan

Prior Plan Name Altivity Packaging Pension Plan for Hourly Employees.

Effective Date As amended and restated effective January 1, 2015 and reflecting amendments up to and including Amendment 3 approved on November 10, 2016 and effective close of business November 30, 2016.

The plan document is arranged as a Core Document with appendices describing the benefits of different locations and groups. See Attachment A for a summary of the appendices and locations.

Plan Status Closed and partially frozen as of January 1, 2017.

No nonunion employee shall become a participant after December 31, 2007. For union employees, certain locations are closed to new participants at specific dates as shown in Attachment A.

Benefits are frozen for nonunion participants and certain union participants as shown in Attachment A. The locations where grandfathered participants are accruing benefits are:

- Middleton, Ohio Mill USW Local 1973
- Solon, Ohio Folding Carton
- Valley Forge, Pennsylvania Carton USW Local 807

Eligibility for Participation Except as otherwise provided in Attachment A, each other covered employee shall become a participant on the first day of the month coincidence with or next following the one-year anniversary of his or her date of hire (or rehire, if applicable).

Nonunion employees rehired after December 31, 2007 are ineligible to become an active member again.

Each covered employee (as shown in Attachment A) as of the effective date who was a participant in the Smurfit Plan immediately before the effective date shall become a participant on the effective date.

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Normal Retirement

Eligibility

First day of the month coincident with or following his or her age 65, except as provided in Attachment D.

Benefit

Except as provided in Attachment C-3, a monthly benefit equal to the sum of (a) the applicable benefit rate specified in Attachment C-1 x benefit service and (b) the applicable prior benefit rate specified in Attachment C-2 x any prior benefit service.

Delayed Retirement

Eligibility

After normal retirement date, first day of the month following his or her last day of employment as an employee.

Benefit

Greater of A and B if suspension of benefits notice was provided or greater of A and C if suspension of benefits notice was not provided.

- A) Accrued benefit based on his or her benefit service at the delayed retirement date.
- B) An amount of equivalent actuarial value to the pension benefit the member would have been entitled to if the member had retired on the normal retirement date, increased by an amount of equivalent actuarial value to the payments which would have been payable. This amount is recomputed each plan year following the normal retirement date.
- C) An amount of equivalent actuarial value to the pension benefit the member would have been entitled to if the member had retired on the normal retirement date. This amount is recomputed each plan year following normal retirement date.

Early Retirement

Eligibility

First day of the month after both attaining age 55 and completion of 10 years of vesting service, except as provided in Attachment E.

Benefit

Accrued benefit reduced by 0.5% for each month the early retirement date precedes the normal retirement date, except as provided in Attachment E.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to age 65. Except as provided in Attachment G, if the participant meets the early retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 55. Except as provided in Attachment G, benefits are reduced by 0.5% for each month the early retirement date precedes the normal retirement date.

Disability

Eligibility

A participant who both (a) terminates from active employment on account of disability and (b) has completed 10 years of vesting service, except as set forth in Attachment F.

Benefit

Accrued benefit as of the date he or she terminates employment without reduction for early commencement, except as otherwise provided in Attachment F.

Form of Payment

Prior to normal retirement date, any payment form may be elected in accordance with the plan, except a level income option. Upon attaining normal retirement age, another payment form may be elected.

Surviving Spouse

Eligibility

Five years of vesting service.

Benefit

The accrued benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected the contingent annuitant option. The benefit is payable in the form of a life annuity to the spouse commencing as early as the participant's earliest retirement date.

Benefits commencing prior to the participant's normal retirement date are reduced for the early commencement.

Normal Form of Annuity

Without Spouse

If the participant is not married, the normal form of benefit is a straight life annuity.

With Spouse

If the participant is married at the time of retirement, the normal form of benefit is a reduced 50% joint and survivor benefit with the participant's spouse as beneficiary.

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Optional Forms of Payment

Except as provided in Attachment H, single life annuity, 100%, 75%, or 50% joint and survivor annuity, 10 years certain and life annuity.

If the equivalent actuarial value is \$5,000 or less, an immediate lump sum will be paid.

Definitions

Actuarial Equivalence

Unless otherwise specified in Appendix I, the equivalent value is based on 8.0% interest and the 1983 Group Annuity Mortality Table, weighted 50% male and 50% female.

Lump sum interest rates are those prescribed under 417(e) for the fifth full calendar month preceding the stability period. Lump sum mortality is the table prescribed by 417(e), as in effect on the first day of the stability period.

Benefit Service

Except as provided in Attachment B, benefit service means the number of years and fractions thereof between the later of the effective date and an employee's date of hire to the date he or she terminates employment.

Benefits were frozen as of December 31, 2007 for nonunion employees.

Benefits for union participants of Louisville KY Bag employees represented by IBT Local 89 were frozen as of August 19, 2010 since decertified on August 20, 2010.

Benefits for union participants of Salt Lake City UT Bag employees represented by Local GCC/IBT Local 541-S, Pacific Carton Local 6-505M and Carol Stream Carton IAM Local 8 were frozen as of December 31, 2011.

Benefits for union participants of Carol Stream Carton GCC/IBT 415-S, Irvine Ranch Carton Local 388M, Santa Clara Mill Local 388M, and Renton Carton Local 747M were frozen as of December 31, 2012.

Benefits for USW union participants of Arcadia Bag Local 1505 and Middleton Mill Local 1973 were frozen as of December 31, 2012 except for participants who were at least age 55 or had age plus benefit service equal to at least 70 points, and did not "opt out" to have their benefits frozen.

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Benefits for USW union participants of Valley Forge Carton Local 807 and Solon Folding Carton Local 5-1250 were frozen as of March 31, 2013 except for participants who were at least age 55 or had age plus benefit service equal to at least 70 points, and did not “opt out” to have their benefits frozen.

Benefits for GCC/IBT Local 527-S union participants at the Atlanta, Georgia Carton Facility were frozen as of December 31, 2013.

Benefits for union participants of Valley Forge, PA Carton represented by SEIU Local 32BJ were frozen as of December 31, 2015.

Prior Benefit Service

For a covered employee as of the effective date, prior benefit service means the “benefit service” recognized under the Smurfit Plan as of June 30, 2006.

Vesting Service

Except as otherwise provided in Attachment B, vesting service means the number of years and fractions thereof between an employee's date of hire and the date he or she terminates employment. Vesting service includes the “vesting service” recognized under the Smurfit Plan as of June 30, 2006.

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Attachment A—Eligibility for Participation and Current Plan Status by Location

The following groups of employees are covered employees as of the effective date:

Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Irvine Ranch, CA Carton	1A	GCC/IBT Local 388M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Santa Clara, CA Mill	1B	GCC/IBT Local 388M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Santa Clara, CA Carton	1C	GCC/IBT Local 388M	One year of vesting service	Closed	Closed	Inactives
Cantonment, FL Plant	2	USW Local 3-0547 Unit 1	Age 21 and one year of vesting service	Closed	Closed	Inactives
Cantonment, FL Technical Center	3	Non-Union	Age 21 and one year of vesting service	Closed	Closed and frozen as of 12/31/2007	Actives and Inactives
Cantonment, FL Graphics Center	4	USW Local 3-0547 Unit 2	One year of vesting service	Closed	Closed and frozen	Inactives
Jacksonville, FL Austill or D-Graphics Packaging	5	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	None
Jacksonville, FL Austill or D-Graphics Packaging	6	IBT Local 512	One year of vesting service	Closed	Closed and frozen	None
Atlanta, GA Carton	7	GCC/IBT Local 527-S	One year of vesting service	Active	Closed to new hires and rehires as of 1/1/2009 Frozen as of 12/31/2013	Actives and Inactives
Eastman, GA Multiwall Bag	8	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Des Moines, IA Plant	9	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Carol Stream, IL Carton	11	GCC/IBT Local 415-S	One year of vesting service	Active	Closed to new hires and rehires as of 9/1/2009 Frozen as of 12/31/2012	Actives and Inactives
Carol Stream, IL Carton	12	IAM Local 8	One year of vesting service	Active	Closed and frozen as of 12/31/2011	Actives
Elk Grove, IL Lamination	13	USW Local 6-1210	One year of vesting service	Closed	Closed and frozen	Inactives
St. Charles, IL Consumer Packaging	15	GCC/IBT Local 458-M	One year of vesting service	Closed	Closed and frozen	Inactives
St. Charles, IL Consumer Packaging	16	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Schaumburg, IL Laminating and Coating	17	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives
Quincy, IL Bag	18	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Fort Wayne, IN Carton	19	IBT Local 414	One year of vesting service	Closed	Closed	Inactives
Fort Wayne, IN Carton	20	GCC/IBT Local 17-M	One year of vesting service	Closed	Closed	Inactives
Fowler, IN Bag	21	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Portage, IN Per Pak	22	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	Inactives
Wabash, IN Mill	23	USW Local 6-285	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Wabash, IN Mill	24	Non-Union	One year of vesting service	Sold during 2008	Closed and frozen as of 12/31/2007	Inactives
Louisville, KY Bag	25	IBT Local 89	One year of vesting service	Sold during 2014	Closed and frozen as of 8/20/2010	Inactives

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Arcadia, LA Bag	26	USW Local 1505	Age 21 and one year of vesting service	Sold during 2014	Closed as of 9/25/2012 and frozen for non-grandfathered members on 12/31/2012 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Inactives
Hodge, LA Flexible Packaging	27	USW Local 1505	Age 21 and one year of vesting service	Closed	Closed and frozen	Inactives
Kansas City, MO Bag	28	USW Local 765	One year of vesting service	Sold during 2014	N/A	Inactives
Kansas City, MO Carton	29	IAM District 778	One year of vesting service	Closed	Closed and frozen	Inactives
Kansas City, MO Carton (Finishers Only)	30	GCC/IBT Local 16-C	One year of vesting service	Closed	Closed and frozen	Actives and Inactives
Pacific, MO Carton	31	GCC/IBT Local 6-505M	One year of vesting service	Active	Closed and frozen as of 12/31/2011	Actives and Inactives
Greensboro, NC Carton	32A	GCC/IBT Local 465-S	One year of vesting service	Closed	Closed and frozen	Inactives
Greensboro, NC Carton	32B	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Greensboro, NC Label	33	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Piscataway and Plainfield, NJ Folding Carton	34	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Actives and Inactives
Middletown, OH Carton/Mill	35	GCC/IBT Local 508	One year of vesting service	Closed	Closed and frozen	Inactives
Middletown, OH Carton	36A	USW Local 1973	One year of vesting service	Closed	Closed and frozen	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Middletown, OH Mill	36B	USW Local 1973	One year of vesting service	Active	Closed as of 9/25/2012 and frozen for non-grandfathered members on 12/31/2012 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Norwood, OH Consumer Packaging	37	USW Local 98	One year of vesting service	Sold during 2014	N/A	Inactives
Solon, OH Folding Carton	38A	USW Local 5-1250	One year of vesting service	Active	Closed to new hires, rehires, transfers as 11/19/2012 Frozen for non-grandfathered members on 3/31/2013 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Solon, OH Folding Carton	38B	Non-Union	One year of vesting service	Active	Closed and frozen as of 12/31/2007	Actives and Inactives
Philadelphia, PA Mill	39	USW Local 2-68	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Philadelphia, PA Mill	40	IUOE Local 835	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Philadelphia, PA Mill	41	NCFO Local 473	One year of vesting service	Sold during 2008	Closed and frozen	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Valley Forge, PA Carton	42	USW Local 807	One year of vesting service	Active	Closed to new hires, rehires, transfers as 11/19/2012 Frozen for non-grandfathered members on 3/31/2013 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Valley Forge, PA Carton	43	SEIU Local 32BJ	One year of vesting service	Active	Closed to new hires and rehires 6/19/2009 and frozen as of 12/31/2015	Actives and Inactives
Valley Forge, PA Carton	44	Non-Union	One year of vesting service	Active	Closed and frozen as of 12/31/2007	Actives and Inactives
Salt Lake City, UT Bag	45	GCC/IBT Local 541-S	Age 21 and one year of vesting service	Sold during 2014	Closed to new hires and rehires as of 6/15/2007 Frozen as of 12/31/2011	Inactives
Salt Lake City, UT Machine Shop	46	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	Inactives
Renton, WA Carton	47	GCC/IBT Local 747M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Milwaukee, WI Flexible Packaging	48	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives
Wellsburg, WV Bag	49A	USW Local 12315	One year of vesting service	Sold during 2014	N/A	Inactives
Wellsburg, WV Bag	49B	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	None

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Attachment B—Benefit Service and Vesting Service

For the following groups of covered employees, benefit service will also be granted for the following periods of time: (1) Up to two years for any period of absence resulting from occupational injuries incurred while employed by a participating employer; and (2) up to the period of absence for which weekly disability benefits are paid (usually 26 weeks) under a state or company sponsored plan for non-occupational illness or injury.

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M
	Santa Clara	Mill	GCC/IBT Local 388M
		Carton	GCC/IBT Local 388M
FL	Cantonment	Graphics Center	USW 3-0547 Unit-2 with a Smurfit Plan hire date on or after January 1, 2003
	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
GA	Atlanta	Carton	GCC/IBT Local 527-S
	Eastman	Multiwall Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after August 1, 2001
IA	Des Moines	Plant	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Carol Stream	Carton	GCC/IBT Local 415-S IAM Local 8
	Elk Grove	Lamination	USW Local 6-1210 with a Smurfit Plan hire date on or after June 12, 2004
	St. Charles	Label	Hourly employees with a Smurfit Plan hire date on or after January 1, 2006
	Quincy	Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after May 1, 2003
IN	Fort Wayne	Carton	IBT Local 414 GCC/IBT Local 17-M
	Fowler	Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2003
	Portage	Per Pak	Non union hourly employees with a Smurfit Plan hire date on or after January 1, 2003
	Wabash	Mill	USW Local 6-285 Nonunion hourly employees
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date on or after October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date on or after January 1, 2006
		Carton	IAM District 778 with a Smurfit Plan hire date on or after January 1, 2003
NC	Greensboro	Carton	GCC/IBT Local 465-S
		Label	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employees with a Smurfit Plan hire date on or after June 1, 2003
OH	Solon	Folding Carton	USW Local 5-1250

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St	City	Facility	Covered Employees
PA	Philadelphia	Mill	USW Local 2-68
			IUOE Local 835
			NCFO Local 473
	Valley Forge	Carton	USW Local 807
			NCFO Local 473
			Nonunion hourly employees
UT	Salt Lake City	Machine Shop	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2003
WA	Renton	Carton	GCC/IBT Local 747M
WI	Milwaukee	Flexible Packaging	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date on or after May 15, 2004
			Non union hourly employees with a Smurfit Plan hire date on or after May 15, 2004

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Participants in the following groups shall be granted a full month of benefit service and vesting service for each month in which the participant receives compensation from the company and a full month of prior benefit service and vesting service for each month in which the participant receives compensation while participating under the Smurfit Plan:

St	City	Facility	Covered Employees
CA	Irvine	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
		Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S with a Smurfit Plan hire date before February 15, 2007
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	IBT Local 465-S and nonunion hourly employees
OH	Solon	Carton	USW Local 5-1250 and nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	IUOE Local 835 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004
			USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

Participants in the following groups shall be granted service as follows:

- For participants as of the effective date who previously transferred from the North Wales facility to the Valley Forge facility, vesting service shall include the individual's service at the North Wales facility to the extent recognized under the Smurfit Plan;
- For participants as of the effective date who were employed at the Piscataway facility at the time of its acquisition by a company participating in the Smurfit Plan, vesting service shall include the individual's pre-acquisition service at the Piscataway facility to the extent recognized under the Smurfit Plan; and
- For participants as of the effective date who were employed at the Eastman facility at the time of its acquisition by a company participating in the Smurfit Plan, vesting service shall include the individual's pre-acquisition service at the Eastman facility to the extent recognized under the Smurfit Plan.

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Participants who are covered employees in the Schaumburg, IL plant and participants who are covered employees in the Elk Grove, IL plant with a Smurfit Plan hire date before June 12, 2004 shall accrue one year of benefit service for each year of vesting service in which he or she works 2,000 or more hours. Benefit service shall be reduced by 5% for each 100 hours less than 2,000 hours. No benefit service shall be granted for any year a participant works less than 1,000 hours, except for the year of the participant's initial employment (or return to employment) and the year of the participant's retirement (or other termination of employment). Benefits under the plan shall not be accrued during employment that would have excluded an employee from participation in the plan. If a participant ceases to be a covered employee, but remains in the employ of an employer, he or she shall receive no benefit service until the participant is again a covered employee.

Benefits for nonunion participants were frozen as of December 31, 2007.

Benefits for union participants of Louisville Bag IBT Local 89 were frozen as of August 19, 2010 since decertified on August 20, 2010.

Benefits for union participants of Salt Lake City Bag Local 541-S, Pacific Carton Local 6-505M and Carol Stream Carton IAM Local 8 were frozen as of December 31, 2011.

Benefits for union participants of Carol Stream Carton 415-S, Irvine Ranch Carton Local 388M, Santa Clara Mill Local 388M, and Renton Carton Local 747M were frozen as of December 31, 2012.

Benefits for union participants of Arcadia Bag Local 1505, Middleton Mill Local 1973 were frozen as of December 31, 2012 except for participants who were at least age 55 or age plus benefit service of at least 70 points, and elected to continue accruing benefits under the plan.

Benefits for union participants of Valley Forge Carton Local 807 and Solon Folding Carton Local 5-1250 were frozen as of March 31, 2013 except for participants who were at least age 55 or age plus benefit service of at least 70 points, and elected to continue accruing benefits under the plan.

Benefits for GCC/IBT Local 527-S union participants at the Atlanta, Georgia Carton Facility were frozen as of December 31, 2013.

Benefits for union participants of Valley Forge, PA Carton represented by SEIU Local 32BJ were frozen as of December 31, 2015.

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Attachment C-1—Benefit Levels

The benefit levels attributable to benefit service for the following groups of covered employees are as follows:

St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
CA	Irvine Ranch	Carton	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
	Santa Clara	Mill	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
		Carton	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
FL	Cantonment	Plant	USW Local 3-0547 Unit-1	Effective Date	\$22.00
				September 1, 2006	\$23.00
				September 1, 2007	\$24.00
		Technical Center	Nonunion hourly employee	Effective Date	\$22.00
				September 1, 2006	\$23.00
				September 1, 2007	\$24.00
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003	Effective Date	\$22.00
				January 1, 2007	\$23.00
				January 1, 2008	\$24.00
				January 1, 2009	\$25.00
			USW Local 3-0547 Unit-2 employee with a Smurfit Plan hire date on or after January 1, 2003	Effective Date	\$22.00
				January 1, 2007	\$23.00
				January 1, 2008	\$24.00
				January 1, 2009	\$25.00
	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employee	Effective Date	\$21.50
			IBT Local 512	Effective Date	\$21.50
GA	Atlanta	Carton	GCC/IBT Local 527-S	Effective Date	\$28.00
				January 1, 2007	\$28.50
	Eastman	Multiwall Bag	Nonunion hourly employee	Effective Date	\$23.00
IA	Des Moines	Plant	Nonunion hourly employee	Effective Date	\$20.00
			IBT	Effective Date	\$20.00

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
IL	Carol Stream	Carton	GCC/IBT Local 415-S	Effective Date	\$26.00
				June 1, 2007	\$26.50
			Elk Grove	Lamination	IAM Local 8
	USW Local 6-1210	Effective Date			\$25.50
		January 1, 2007			\$26.50
		January 1, 2008			\$27.00
	St. Charles	Consumer Packaging			GCC/IBT Local 458-M
			July 1, 2007	\$23.00	
			Quincy	Bag	Nonunion hourly employee
	Nonunion hourly employee	Effective Date			\$24.50
May 1, 2007		\$25.00			
IN	Fort Wayne	Carton	IBT Local 414	Effective Date	\$25.00
				May 1, 2007	\$25.75
			Fowler	Bag	GCC/IBT Local 17-M
	Nonunion hourly employee	Effective Date			\$23.00
		Portage			Per Pak
	Wabash	Mill	Nonunion hourly employee	Effective Date	\$32.00
			USW Local 6-285	Effective Date	\$32.00
			Nonunion hourly employees	Effective Date	\$32.00
KY	Louisville	Bag	IBT Local 89	Effective Date	\$26.50
				October 10, 2006	\$27.00
				October 10, 2007	\$27.50
				October 10, 2008	\$28.00
LA	Arcadia	Bag	USW Local 1505	Effective Date	\$20.00
				January 1, 2007	\$21.00
				January 1, 2008	\$22.00
				January 1, 2009	\$23.00
	Hodge	Flexible Packaging	USW Local 1505	Effective Date	\$21.00
				October 1, 2006	\$22.00
MO	Kansas City	Bag	USW Local 765	Effective Date	\$26.00
				November 1, 2006	\$26.50
				November 1, 2007	\$27.00
		Carton	IAM District 778	Effective Date	\$26.00
				January 1, 2007	\$27.00
				January 1, 2008	\$28.00
	Pacific	Carton	GCC/IBT Local 16-C Finishers	Effective Date	\$22.00
				Effective Date	\$29.00
			GCC/IBT Local 6-505M	August 1, 2006	\$29.50
				August 1, 2007	\$30.00

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
NC	Greensboro	Carton	GCC/IBT Local 465-S	Effective Date	\$26.50
				January 1, 2007	\$27.00
				January 1, 2008	\$27.50
				January 1, 2009	\$28.00
		Label	Nonunion hourly employee	Effective Date	\$26.50
				January 1, 2007	\$27.00
				January 1, 2008	\$27.50
				January 1, 2009	\$28.00
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employee	Effective Date	\$26.50
OH	Middletown	Carton	GCC/IBT Local 508	Effective Date	\$28.00
				September 1, 2006	\$29.00
				September 1, 2007	\$30.00
				September 1, 2008	\$31.00
				September 1, 2009	\$32.00
		USW Local 1973		Effective Date	\$30.50
				June 1, 2007	\$32.50
		Norwood	Consumer Packaging USW Local 98	Effective Date	\$30.00
				April 1, 2007	\$30.50
				April 1, 2008	\$31.00
	Solon	Folding Carton	USW Local 5-1250	Effective Date	\$29.50
			Nonunion hourly employee	Effective Date	\$29.50
PA	Philadelphia	Mill	USW Local 2-68	Effective Date	\$32.00
			IUOE Local 835	Effective Date	\$32.00
			NCFO Local 473	Effective Date	\$32.00
	Valley Forge	Carton	USWA Local 807	Effective Date	\$29.50
			NCFO Local 473	Effective Date	\$29.50
			Nonunion hourly employee	Effective Date	\$29.50
UT	Salt Lake City	Bag	GCC/IBT Local 541-S	Effective Date	\$27.50
			Nonunion hourly employee	Effective Date	\$27.50
		Machine Shop	Nonunion hourly employee	Effective Date	\$26.50
WA	Renton	Carton	GCC/IBT Local 747M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee	Effective Date	\$21.00
WV	Wellsburg	Bag	USW Local 12315	Effective Date	\$24.50
			Nonunion hourly employee	Effective Date	\$24.50

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Attachment C-2—Prior Benefit Levels

The benefit levels attributable to prior benefit service for the following groups of covered employees are as follows:

St	City	Facility	Covered Employees	Terminations On or After	Benefit Level	
CA	Irvine Ranch	Carton	GCC/IBT Local 388M	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
				January 1, 2008	\$2.00	
				January 1, 2009	\$3.00	
	Santa Clara	Mill	GCC/IBT Local 388M	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
				January 1, 2008	\$2.00	
				January 1, 2009	\$3.00	
		Carton	GCC/IBT Local 388M	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
				January 1, 2008	\$2.00	
				January 1, 2009	\$3.00	
FL	Cantonment	Plant	USW Local 3-0547 Unit -1	Effective Date	\$0.00	
				September 1, 2006	\$1.00	
				September 1, 2007	\$2.00	
		Technical Center	Nonunion hourly employee	Effective Date	\$0.00	
				September 1, 2006	\$1.00	
				September 1, 2007	\$2.00	
		Graphics Center	USW Local 3-0547 Unit -2 with a Smurfit Plan hire date before January 1, 2003	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
				January 1, 2008	\$2.00	
				USW Local 3-0547 Unit -2 employee with a Smurfit Plan hire date on or after January 1, 2003	January 1, 2009	\$3.00
					Effective Date	\$0.00
					January 1, 2007	\$1.00
					January 1, 2008	\$2.00
					January 1, 2009	\$3.00
					Jacksonville	Austill or D-Graphics Packaging
		IBT Local 512	Effective Date	\$0.00		
GA	Atlanta	Carton	GCC/IBT Local 527-S	Effective Date	\$0.00	
				January 1, 2007	\$0.50	
	Eastman	Multiwall Bag	Nonunion hourly employee	Effective Date	\$0.00	
IA	Des Moines	Plant	Nonunion hourly employee	Effective Date	\$0.75	
			IBT	Effective Date	\$0.75	

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level	
IL	Carol Stream	Carton	GCC/IBT Local 415-S	June 1, 2006	\$0.50	
				June 1, 2007	\$1.00	
			IAM Local 8	Effective Date	\$0.00	
	Elk Grove	Lamination	USW Local 6-1210	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
				January 1, 2008	\$1.50	
	St. Charles	Consumer Packaging	GCC/IBT Local 458-M	Effective Date ¹	\$1.00	
				July 1, 2007 ¹	\$2.00	
			Nonunion hourly employee	Effective Date ¹	\$1.00	
	Quincy	Bag	Hourly employee	July 1, 2007 ¹	\$2.00	
May 1, 2006				\$0.50		
May 1, 2007				\$1.00		
IN	Fort Wayne	Carton	IBT Local 414	Effective Date	\$0.00	
				May 1, 2007	\$0.75	
			GCC/IBT Local 17-M	Effective Date	\$0.00	
	Fowler	Bag	Nonunion hourly employee	Effective Date	\$0.00	
	Portage	Per Pak	Nonunion hourly employee	Effective Date	\$0.00	
	Wabash	Mill	USW Local 6-285	Effective Date ¹	\$1.00	
			Nonunion hourly employee	Effective Date ¹	\$1.00	
	KY	Louisville	Bag	IBT Local 89	Effective Date	\$0.00
October 10, 2006					\$0.50	
October 10, 2007					\$1.00	
October 10, 2008					\$1.50	
LA					Arcadia	Bag
	January 1, 2007	\$1.00				
	January 1, 2008	\$2.00				
	January 1, 2009	\$3.00				
	Hodge	Flexible Packaging	USW Local 1505	Effective Date	\$0.00	
				October 1, 2006	\$1.00	
MO	Kansas City	Bag	USW Local 765	Effective Date	\$0.00	
				November 1, 2006	\$0.50	
				November 1, 2007	\$1.00	
		Carton	IAM District 778	Effective Date	\$0.00	
				January 1, 2007	\$1.00	
	January 1, 2008			\$2.00		
	Pacific	Carton	GCC/IBT Local 16-C Finishers	Effective Date	\$0.00	
				GCC/IBT Local 6-505M ¹	Effective Date	\$0.00
					August 1, 2006	\$0.50
					August 1, 2007	\$1.00

¹ The benefit level for participants who were eligible for early retirement as of June 30, 2006 under the Smurfit Plan shall be reduced by \$1.00 because the Smurfit Plan provided a \$1.00 increase as of the effective date (July 1, 2006) to the participants eligible for early retirement at these facilities.

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
NC	Greensboro	Carton	GCC/IBT Local 465-S	Effective Date	\$0.00
				January 1, 2007	\$0.50
				January 1, 2008	\$1.00
				January 1, 2009	\$1.50
		Label	Nonunion hourly employee	Effective Date	\$0.00
				January 1, 2007	\$0.50
				January 1, 2008	\$1.00
				January 1, 2009	\$1.50
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employee	Effective Date	\$0.00
OH	Middletown	Carton	GCC/IBT Local 508	Effective Date	\$0.00
				September 1, 2006	\$1.00
				September 1, 2007	\$1.00
				September 1, 2008	\$1.00
				September 1, 2009	\$1.00
		USW Local 1973		Effective Date	\$0.00
				June 1, 2007	\$2.00
				Effective Date	\$0.00
				April 1, 2007	\$0.50
	Norwood	Consumer Packaging	USW Local 98	Effective Date	\$0.00
				April 1, 2007	\$0.50
				April 1, 2008	\$1.00
				Effective Date	\$0.00
	Solon	Folding Carton	USW Local 5-1250 Nonunion hourly employee	Effective Date	\$0.00
				Effective Date	\$0.00
PA	Philadelphia	Mill	USW Local 2-68	Effective Date ¹	\$1.00
			IUOE Local 835	Effective Date ¹	\$1.00
			NCFO Local 473	Effective Date ¹	\$1.00
			USW Local 807	Effective Date	\$0.00
	Valley Forge	Carton	NCFO Local 473	Effective Date	\$0.00
			Nonunion hourly employee	Effective Date	\$0.00
			GCC/IBT Local 541-S	Effective Date	\$0.00
			Nonunion hourly employee	Effective Date	\$0.00
UT	Salt Lake City	Bag	GCC/IBT Local 541-S	Effective Date	\$0.00
		Machine Shop	Nonunion hourly employee	Effective Date	\$0.00
WA	Renton	Carton	GCC/IBT Local 747M	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee	Effective Date	\$0.00
WV	Wellsburg	Bag	USW Local 12315	Effective Date	\$0.00
			Nonunion hourly employee	Effective Date	\$0.00

¹ The benefit level for participants who were eligible for early retirement as of June 30, 2006 under the Smurfit Plan shall be reduced by \$1.00 because the Smurfit Plan provided a \$1.00 increase as of the effective date (July 1, 2006) to the participants eligible for early retirement at these facilities.

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Attachment C-3—Special Rules for Benefit Levels

Special Rules for Schaumburg Participants

The retirement benefit payable to a participant who is a covered employee in the Schaumburg, IL plant and who retires on his or her normal retirement date shall equal (1) the difference of (i) 42% of the participant's average monthly compensation, less (ii) 57% of the primary Social Security benefit of the participant at the time of his or her retirement, multiplied by (2) a fraction, the numerator of which is the participant's benefit service (but in no case more than 35 reduced by the participant's prior benefit service) and the denominator of which is 35.

Average monthly compensation is the average of the five highest consecutive calendar year earnings in the last 10 calendar years.

Primary Social Security benefit means the monthly amount available to the participant at age 65 or actual retirement, if later, under Title II of the Social Security Act in effect at termination of employment, without regard to any increase in the wage base or benefit levels that take effect after termination of employment.

No compensation after December 31, 2007 shall be taken into account for any covered employee in the Schaumburg, IL plant.

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Attachment D—Normal Retirement

Normal Retirement Age

For the following groups of covered employees, a participant's normal retirement age shall be the later of (a) his or her sixty-fifth birthday or (b) the fifth anniversary of participation in this plan (or participation in the Smurfit Plan, for participants as of the effective date):

St	City	Facility	Covered Employees
FL	Cantonment	Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

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Attachment E—Early Retirement

Early Retirement Date

For the following groups of covered employees, a participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 15 years of vesting service:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	Teamsters Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USWA Local 1505
MO	Kansas City	Bag	USWA Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCIU Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

For the following groups of covered employee, a participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 10 years of vesting service:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USWA Local 547-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USWA Local 547-2 with a Smurfit Plan hire date before January 1, 2003

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For the following groups of covered employees, a participant may elect to retire early on the first day of any month after both attainment of age 55 and completion of 15 years of benefit service and prior benefit service:

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCIU Local 415-S
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	GCC/IBT Local 465-S
OH	Solon	Folding Carton	USW Local 1250 with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

For the following groups of covered employees, a participant may elect to retire early on the first day of any month after attainment of age 55 with no service requirement:

St	City	Facility	Covered Employees
IL	St. Charles	Consumer Packaging	Nonunion hourly employee with a Smurfit Plan hire date before September 1, 1990
MO	Pacific	Carton	GCIU 6-505M with a Smurfit Plan hire date before January 1, 1991
OH	Middletown	Carton	GCIU Local 508 with a Smurfit Plan hire date before September 1, 1987

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Early Retirement Reduction

For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on the early retirement date equal to his or her accrued benefit actuarially reduced by the appropriate actuarial factor based on the interest rates, mortality tables, and other actuarial factors used by the PBGC as of the first day of the calendar year in which the participant retires:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 0.5% for each month by which the early retirement date precedes (1) age 62, if the sum of the participant's benefit service and prior benefit service exceeds 30 years or (2) the participant's normal retirement date, otherwise:

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	GCC/IBT Local 465-S
OH	Solon	Folding Carton	USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

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For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 1/15th for each year between ages 60 to 65 by which the early retirement date precedes the participant's normal retirement date and reduced by 1/30 for each year between ages 55 to 60 by which the early retirement date precedes the participant's normal retirement date.

St	City	Facility	Covered Employees
FL	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2003
IL	Elk Grove	Lamination	USW Local 6-1210 with a Smurfit Plan hire date before July 12, 2004
	Schaumburg	Laminating and Coating	Nonunion hourly employee

For participants who are covered employees in the Pacific, MO Carton plant with a Smurfit Plan hire date before January 1, 1991, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 4% for each year by which the early retirement date precedes the participant's normal retirement date.

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Attachment F—Disability Retirement

Disability Retirement Date

For the following groups of covered employees, a participant shall become entitled to a monthly disability retirement benefit if he or she has both (1) become disabled while in the active employment of the company and (2) completed 15 years of vesting service:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
OH	Norwood	Consumer Packaging	USW Local 98 with a Smurfit Plan hire date before March 7, 1990
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before May 15, 2004

For the following groups of covered employees, a participant shall become entitled to a monthly disability retirement benefit if he or she has both (1) become disabled while in the active employment of the company and (2) completed 10 years of benefit service (and prior benefit service):

St	City	Facility	Covered Employees
IN	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
			IOUE Local 835 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004

For the following groups of covered employees, if a participant retires on a disability retirement date, he or she will be entitled to a monthly disability retirement benefit commencing on the first day of the fifth calendar month next following such disability retirement date:

St	City	Facility	Covered Employees
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

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Disability Retirement Benefit

The monthly disability retirement benefit for a participant who was a participant in the Smurfit Plan shall equal the sum of the participant's benefit service and prior benefit service multiplied by the applicable benefit level in Attachment D-1 reduced in accordance with (1), (2), or (3) below as applicable:

If, as of his or her termination of employment, the participant has commenced his or her pension under the Smurfit Plan, the amount determined above shall be reduced by the amount of the participant's pension (in the form of a single life annuity) under the Smurfit Plan.

If, as of his or her termination of employment, the participant has not commenced his or her pension under the Smurfit Plan, but he or she is eligible to commence that pension, the amount determined above shall be reduced by the amount of the participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan as of his or her termination of employment.

If the participant is not eligible to commence his or her pension under the Smurfit Plan that pension as of his or her termination of employment, the amount determined above shall be reduced as of the date the participant becomes eligible to receive his or her Smurfit Pension and the reduction shall equal the amount of the participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan or other predecessor plan.

The monthly disability retirement benefit payable to a participant who is a covered employee in the Schaumburg, IL plant shall equal the benefit determined under Attachment D-3 (except that the numerator of the fraction shall equal the sum of the participant's benefit service and prior benefit service, but in no case more than 35) reduced in accordance with (1), (2), or (3) above as applicable.

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The minimum monthly disability retirement benefit (prior to the Smurfit Plan offset) for the following groups of covered employees is as follows:

St	City	Facility	Covered Employees	Minimum Monthly Disability Benefit
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004	\$200.00
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005	\$200.00
GA	Atlanta	Carton	GCC/IBT Local 527-S	\$250.00
IL	Carol Stream	Carton	GCC/IBT Local 415-S	\$250.00
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006	\$250.00
IN	Fort Wayne	Carton	IBT Local 414	\$150.00
			GCC/IBT Local 17-M	\$200.00
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004	\$250.00
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004	\$250.00
NC	Greensboro	Carton	GCC/IBT Local 465-S	\$250.00
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004	\$250.00
	Valley Forge	Carton	NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004	\$250.00
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005	\$250.00

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Attachment G—Vested Termination

The monthly deferred vested benefit payable before age 65 to a participant in one of the following groups of covered employees is actuarially reduced based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC as of the first day of the calendar year in which the participant retires:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
LA	Arcadia	Bag	USWA Local 1505
UT	Salt Lake City	Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

The monthly deferred vested benefit payable before age 65 to a participant in one of the following groups of covered employees is reduced by (i) 6% for each year of the first five years by which the commencement of his or her benefits precedes his or her normal retirement date and (ii) 3.6% for each year which precedes the first five years by which the commencement of his or her benefits precedes his or her normal retirement date:

St	City	Facility	Covered Employees
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S

For a participant in one of the following groups of covered employees, if the participant meets the early retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 60:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003

The monthly deferred vested benefit payable before age 65 to a participant who is a covered employee in the Wellsburg, WV plant represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004 is reduced by 0.25% per month if the participant retires between the ages of 62 and 65 or 0.5% if the participant retires on or after 55 and before age 62.

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Attachment H—Optional Forms of Payment

The optional form of 10 years certain and life annuity retirement benefit does not apply to the following groups of covered employees:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006

The optional forms of joint and 66%% survivor annuity and level income option at age 62 (does not apply to Norwood, OH) retirement benefits apply to the following groups of covered employees:

St	City	Facility	Covered Employee
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
FL	Jacksonville	Austill or D-Graphics Packaging	Hourly employee with a Smurfit Plan hire date before July 1, 2003
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
	Elk Grove	Lamination	USW Local 6-1210
	Schaumburg	Laminating and Coating	Nonunion hourly employee
	St. Charles	Consumer Packaging	GCC/IBT Local 458-M with a Smurfit Plan hire date before January 1, 2006 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	Teamsters Local 414 GCC/IBT Local 17-M
	Portage	Per Pak	Hourly employee with a Smurfit Plan hire date before January 1, 2003
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
MO	Kansas City	Carton	IAM District 778 with a Smurfit Plan hire date before January 1, 2003 GCC/IBT Local 16-C Finishers
	Pacific		GCC/IBT Local 6-505M with a Smurfit Plan hire date before January 1, 2003
NC	Greensboro	Carton	GCC/IBT Local 465-S
		Label	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2003

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St	City	Facility	Covered Employee
OH	Middletown	Carton	GCC/IBT Local 508 USW Local 1973
	Norwood	Consumer Packaging	USW Local 98
	Solon	Folding Carton	USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 835 with a Smurfit Plan hire date before January 1, 2004 NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2005

The optional forms of five, 15, or 20 years certain and life annuity forms apply to the following groups of covered employees:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT 89 with a Smurfit Plan hire date before October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Machine Shop	Nonunion employees with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before May 15, 2004

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Attachment I—Optional Form Conversion Factors

Participants in the Former Smurfit (Basic) Plan

- (1) “Actuarial Equivalent Value” means the benefit or benefits, or payment or payments, that are of equal value as of the date of determination to the benefits for which they are to be substituted. Equivalence of value, except as provided in paragraph (2) below, shall be determined by actuarial calculations based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC, as of the first date of the calendar year that includes the computation date, for determining the present value of an immediate annuity (assuming a male participant and a female beneficiary), under a terminating, trusteed plan that has been or will be placed into trusteeship by the PBGC.
- (2) In the case of the forms of payment listed below, the equivalence of value shall be computed using the following actuarial adjustment factors:
- (i) 50% Joint and Survivor Annuity—pay 90% of the pension to the participant and 45% to the surviving spouse.
 - (ii) 75% Joint and Survivor Annuity—pay 84% of the pension to the participant and 63% to the surviving spouse.
 - (iii) 100% Joint and Survivor Annuity—pay 80% of the pension to the participant and 80% to the surviving spouse.
 - (iv) 5-Year Certain and Life Annuity—reduce the pension by 2% and guarantee five years of payments.
 - (v) 10-Year Certain and Life Annuity—reduce the pension by 7% and guarantee 10 years of payments.
 - (vi) 15-Year Certain and Life Annuity—reduce the pension by 12% and guarantee 15 years of payments.

The phrase “actuarial reduction,” “actuarially reduced,” “actuarial increase,” or “actuarially increased” shall mean the adjustment necessary to provide actuarial equivalent value.

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(3) Attachment I applies to the following groups of covered employees:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit 1
		Technical Center	Nonunion hourly employees
		Graphics Center	USW Local 3-0547 Unit 2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
		Plant	IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Quincy	Bag	Nonunion hourly employees with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 747M
		Machine Shop	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employees with a Smurfit Plan hire date before May 15, 2004

For participants who are hourly employees who are represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004, if the ages of a participant and his or her spouse are within five years, the actuarial factor used to determine the benefit continuing during the participant's lifetime under a qualified joint and survivor annuity shall be 90% of the monthly retirement income that otherwise would be payable to the participant in accordance with the plan. If there is more than five years difference between the ages of the participant and his or her spouse, then the actuarial adjustment factor applied shall be determined on the basis of the 1984 Unisex Pension Mortality Table and a 5% assumed rate of interest assuming a male participant and a female beneficiary.

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Plan Provisions—Legacy Field Container Plan

Prior Plan Name Field Container Company, L.P. and Related Entities Pension Plan

Effective Date The plan is amended and restated effective January 1, 2015 and reflects amendments up to and including Amendment 1 effective November 1, 2015.

The plan document is arranged as a core document with appendices describing the benefits of different divisions.

Plan Status Closed to new participants on or after February 14, 2008 (or as of such earlier date at specific locations as specified in the appendices). All groups are currently frozen with no participants in the plan accruing benefits. Benefit accruals were frozen on August 1, 2004 for nonunion hired after July 1, 2000 and on December 31, 2007 for the remaining nonunion participants.

The following locations have no active employees:

- Corepak Division
- Eastfield Carton Company
- Handschy Industries, Inc. (Westfield)
- Marseilles Carton Facility
- Michigan Carton Division
- Milwaukee Division
- Pekin Paperboard Company, L.P.
- Salisbury Division
- St. Clair Division

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Plan Provisions—Summary of Division Statuses

Appendix	Division	Division Status	Plan Freeze and Close Dates
1	Corepak	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
2	Eastfield Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
3	Elk Grove	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
4	Handschy Industries, Inc.	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
5	Handschy Industries, Inc. (Westfield)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
6	LaPorte	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
7	Marion Division (formerly J. G. Clark)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
8	Marseilles Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
9	Michigan Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 2, 2006 ▪ No active employees, so benefits at division are effectively frozen
10	Michigan Paper Board	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 2, 2006 ▪ Benefits frozen for all participants as of December 31, 2010

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Appendix	Division	Division Status	Plan Freeze and Close Dates
11	Milwaukee	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
12	Pekin Paperboard	Location sold	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ Benefits frozen for non-grandfathered participants as of March 31, 2013. Non-grandfathered participants defined as employees who are not 55 or older or who do not have 70 age plus service points as of March 31, 2013 ▪ Effective December 31, 2013, location was sold and benefit accruals have ceased for all employees
13	Salisbury	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
14	Smyrna (formerly Murfreesboro)	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
15	St. Clair	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
16	Tuscaloosa (formerly Southfield)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
17	West Monroe	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
18	Westfield	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007

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Eligibility for Participation

An eligible employee shall be eligible to become an active participant after completing an hour of service on or after the date the division elected to participate in the plan. The plan is closed to new participants after the last group was closed for new hires on February 14, 2008.

Normal Retirement
 Eligibility

The later of age 65 and fifth anniversary of participation.

Benefit

A participant who retires at his normal retirement date will receive a monthly benefit based on their location. The determination of the accrued benefit is described below. For valuation purposes, participants' frozen benefits are provided with the data.

Division	Dollar Multiplier	Monthly Benefit
Corepak	\$13.00	Dollar multiplier multiplied by projected Years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Eastfield Carton	\$16.00	Years of participation multiplied by dollar multiplier.
Elk Grove	\$20.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Handschy Industries, Inc.	\$16.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Handschy Industries, Inc. (Westfield)	\$20.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
LaPorte	\$18.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Marion Division (formerly J. G. Clark)	\$16.00	Years of participation on or after April 30, 1985 multiplied by dollar multiplier plus actuarial equivalent of April 30, 1985 pension benefit under the prior plan.

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Division	Dollar Multiplier	Monthly Benefit
Marseilles Carton	\$21.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Michigan Carton	\$24.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Michigan Paper Board	\$26.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Milwaukee	\$13.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Pekin Paperboard	\$21.50	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Salisbury	\$14.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Smyrna (formerly Murfreesboro)	\$16.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
St. Clair	\$17.00	Years of participation (maximum of 30) multiplied by dollar multiplier.
Tuscaloosa (formerly Southfield)	\$16	Years of participation multiplied by dollar multiplier.
West Monroe	\$16	Years of participation (maximum of 30) multiplied by dollar multiplier.
Westfield	\$20	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.

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Early Retirement

Eligibility

Age 55 and five years of vesting service.

Benefit

Accrued pension reduced by 0.5% for each month prior to normal retirement date.

Postponed Retirement

Eligibility

First day of the month following last day of employment after normal retirement date.

Benefit

The greater of (1) actuarial equivalent of the normal retirement benefit based on credited participation and benefit level at normal retirement date and (2) the monthly benefit applicable to the participant, based on his total years of participation and benefit level at the actual retirement date.

Vested Termination

Eligibility

Five years of vesting service. Participant can commence benefit at termination.

Benefit

Accrued pension deferred to age 65. Benefits are reduced when the benefit commencement date precedes the normal retirement date. The benefit is reduced by 0.5% for each month the commencement date precedes the normal retirement date when commencing after age 55 and by actuarial equivalence (8% interest and 1971 Group Annuity Mortality Table for males) when commencing prior to age 55.

Disability

Eligibility

Participant who become disabled during the period he is an employee in the active employment.

Benefit

Accrued benefit is 100% vested and is payable immediately. Benefits are reduced when the benefit commencement date precedes the normal retirement date. The benefit is reduced by 0.5% for each month the commencement date precedes the normal retirement date when commencing after age 55 and by actuarial equivalence (8% interest and 1971 Group Annuity Mortality Table for males) when commencing prior to age 55.

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Surviving Spouse
Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The spouse's death benefit equals the benefit that would be payable to the spouse if the participant had retired and elected the 50% joint and survivor annuity payable at normal retirement date. If the spouse commences the benefit prior to the participant's normal retirement date, the benefit is reduced in the same manner as the vested retirement benefit.

Normal Form of Annuity

Single: Life annuity.
Married: 50% joint and survivor annuity that is the actuarial equivalent of the life annuity option.

Optional Forms of Annuity

50%, 75%, and 100% contingent annuity, lump sum payment, partial lump sum (not available to all locations) 10 years certain and life annuity, and single life annuity.

Optional Form Conversion Factors
For Joint and Survivor Options

Interest rate: 8% per year.

Mortality: 1971 Group Annuity Mortality Table (male).

For Lump Sum and Certain Only Options

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.

Definitions

Years of Participation

Year granted for any plan year in which participant completes 2,000 hours. Fractional years granted if more than 1,000 hours earned or in years when participant's eligibility starts or stops (e.g. year of hire and year of termination). Note that the Eastfield division had more favorable fractional years of service rules.

Vesting Service

Generally granted full year of vesting service for each plan year in which at least 1,000 hours of service are credited while covered by the plan.

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Maximum Benefit

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

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Summary of Location Statuses

Location or Group	Location Status	Pension Benefit Status
Non-Union	Not applicable	Closed and partially frozen
Kalamazoo	Open	Closed and partially frozen
Menasha and Wausau (USW)	Menasha Closed (by end of 2016) and Wausau Open	Closed and partially frozen
Charlotte	Open	Closed and partially frozen
Gordonville	Open	Closed and partially frozen
Garden Grove	Closed	Closed and frozen
Perrysburg	Closed	Closed and frozen
Portland	Open	Closed and frozen
Menasha and Wausau (GCC-IBT)	Menasha Closed (by end of 2016) and Wausau Open	Closed and partially frozen

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Appendix 1—Non-Union

Plan Status

Closed and partially frozen: Effective July 1, 2011, the benefits for non-union employees were frozen except for those who were grandfathered (age 50 or five years of vesting service). For non-grandfathered employees, benefit service was frozen as of June 30, 2011 and average final compensation and covered compensation were frozen as of December 31, 2011. Grandfathered employees will continue to accrue benefits under the plan but the percentage of average final compensation for service in excess of 35 years accrued after June 30, 2011 changed from 1.20% to 0.90%.

Eligibility for Participation

All employees not subject to the provisions of a collective bargaining agreement. An employee becomes a participant after completing one year of service while completing 1,000 or more hours. Plan participation is closed to employees hired or rehired after December 31, 2007. Plan participation in the legacy UPC Pension Plan is closed to employees hired after December 31, 1999.

Normal Retirement

Eligibility

Age 65; Eligibility for legacy UPC benefit is age 65 or, if later, five years of service (if hired after age 60).

Benefit

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

- (1) 0.90% of the participant's final average compensation up to covered compensation;

Plus

1.40% of the participant's final average compensation in excess of the covered compensation;

Times

Years of benefit service up to 35 years.

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- (2) 1.20% of the participant's final average compensation times years of benefit service in excess of 35 years earned through June 30, 2011;

Plus

0.90% of the participant's final average compensation times years of benefit service in excess of 35 years earned after June 30, 2011.

- (3) UPC accrued benefit as of December 31, 1999 if a former UPC participant: sum of 1% of compensation for each year prior to January 1, 2000.

- (4) \$1,200 per year reduced by any benefit earned from other locations.

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

Early Retirement
Eligibility

Age 55 and 10 years of vesting service; Former UPC Pension Plan participants: age 55 and five years of vesting service.

Benefit

The accrued normal retirement benefit reduced 5% per year for each year prior to normal retirement date (reduced from age 62 if 25 years of vesting service at retirement).

Legacy UPC benefit: The accrued normal retirement benefit reduced 4.8% per year prior to normal retirement.

The reductions for the grandfathered benefit is 3% per year for ages 65–60; 7% per year below age 60.

For non-Fort James salaried participants whose age is at least 55 and whose age plus vesting service is greater than or equal to 90 points, the reductions on the grandfathered benefit for service prior to January 1, 2000 is reduced 7% per year prior to age 60.

Vested Termination
Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement. Legacy UPC benefit: If the present value is less than \$10,000, the accrued benefit may be taken immediately, and is actuarially reduced for early commencement.

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Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	39%
56	42%
57	46%
58	50%
59	55%
60	61%
61	67%
62	74%
63	81%
64	90%
65	100%

Legacy UPC benefit: The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability

Eligibility

Participant terminates employment on account of disability.

Benefit

Disablement occurs on or before age 60: Benefit and vesting service continue to accrue until disability ceases or the employee's normal retirement date, if earlier; pay rate and covered compensation frozen as of disability date.

Disablement occurs after age 60: Benefit and vesting service continue to accrue for five years (as long as employee is still disabled); pay rate and covered compensation frozen as of disability date.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

If participant died after becoming eligible for early retirement, the benefit is calculated as if the participant had retired on date of death with an effective election of a 100% contingent annuitant option, designating the spouse as contingent annuitant. Otherwise the benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) age 55 with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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If the participant was at least age 55 with 25 years of vesting service on the date of death, the benefit payable to the surviving spouse is increased by 3% per year for each year the surviving spouse delays payment beyond the date the participant would have turned age 62, up to the participant's normal retirement date.

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.

Optional Forms of Payment
UPC Portion

Life annuity; 25%, 50%, 75%, and 100% joint and survivor; 5-, 10-, and 15-year certain and continuous; lump sum if under \$10,000.

All Other Portions

Life annuity; 25%, 50%, 75%, and 100% joint and survivor; 10-year certain and continuous; age 62 level income.

Actuarial Equivalence
For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other Forms
of Payment
UPC Portion

Interest rate: 30-year constant maturity Treasury bonds for the calendar month which begins six months prior to the first day of the plan year; provided that the interest rate is within 5% to 9%.

Mortality: Unisex Pension Mortality Table of 1984.

All Other Portions

Interest rate: 5%.

Mortality: Prescribed by Revenue Ruling 2001-62.

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Definitions

Final Average Compensation	The average of the participant's pensionable earnings using the four highest consecutive plan years in the last 10 plan years of employment. For prior UPC participants, pay earned before January 1, 2000 is excluded.
Pensionable Earnings	Prior to January 1, 2007: base pay. After December 31, 2006: generally equal to the base pay plus annual bonuses, commissions, and overtime pay. In no event will compensation exceed the Code Section 401(a)(17) limit.
Compensation	<p>For former UPC Pension Plan participants, compensation includes: base pay, bonuses, overtime payments, premium pay, and commissions earned before January 1, 2000 while an eligible participant in the former UPC Pension Plan.</p> <p>In no event will compensation exceed the Code section 401(a)(17) limit.</p>
Covered Compensation	Covered compensation is equal to the 35-year average of the Social Security wage bases ending with the calendar year in which participants attain Social Security retirement age.
Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with UPC before January 1, 2000.
Benefit Service	<p>Completed and fractional years from date of hire.</p> <p>For non-grandfathered employees, no benefit service is credited after June 30, 2011.</p>
Participation Service	Twelve consecutive month period with 1,000 hours worked.
Grandfathered Employee	<p>Employees age 50 or five years of vesting service as of July 1, 2011.</p> <p>UPC Pension Plan is closed and frozen as of December 31, 1999.</p>

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Appendix 2—Kalamazoo, Michigan Board Mill and Carton Plant

Plan Status Closed and partially frozen. Effective November 3, 2013, the benefits for the employees at Kalamazoo Board Mill or Kalamazoo Carton Plant represented by USW 2-1010 were frozen as of December 31, 2013 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.

Eligibility for Participation Hourly employees working at the Kalamazoo Board Mill or the Kalamazoo Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Local 2-1010. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees hired on or after November 3, 2013.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Hired prior to 07/23/2002:		
	07/23/1999–07/22/2000	\$28.00
	07/23/2000–07/22/2001	\$29.00
	07/23/2001–01/31/2003	\$30.00
	02/01/2003–01/31/2004	\$31.00
	02/01/2004–01/31/2005	\$32.00
	02/01/2005–01/31/2006	\$33.50
	02/01/2006–01/31/2007	\$35.00
	02/01/2007–01/31/2008	\$36.50
	02/01/2008 and thereafter	\$40.00
Hired on or after 07/23/2002:		
	Before 02/01/2008	\$25.00
	02/01/2008 and thereafter	\$28.50

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Early Retirement

Eligibility

Age 55.

Benefit

The accrued normal retirement benefit reduced 2.4% per year from age 62–60; 4.8% per year below age 60.

Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability

Eligibility

Ten years of vesting service.

Benefit

Prior to March 1, 2009: Accrued pension at date of disability unreduced for early commencement.

On or after March 1, 2009: Accrued benefit at date of disability, reduced for any workers' compensation benefits or other disability benefits paid by the plan, unreduced for early commencement.

Effective November 3, 2013, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after December 31, 2013.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

The benefit is unreduced if the member had at least 25 years of vesting service.

Additional Benefits

Lump Sum Death Benefit

Retired participants from Kalamazoo receive a \$3,000 lump sum benefit at death regardless of the form of payment.

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Retiree Medical Benefit	For retired participants from Kalamazoo who qualify for Medicare Part A and B, the plan reimburses the Medicare Standard Monthly Part B premiums for the employee and spouse for early, normal, and disabled retirees for as long as a pension is receivable and Medicare Part B is in effect.
Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.
Normal Form of 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.
Optional Forms of Payment	Life annuity; 50% and 75% joint and survivor; 10-year certain and continuous; age 62 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 6%. Mortality: 1971 Group Annuity Mortality Table (male).
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire. Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2013.

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Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of December 31, 2013 and those who did not elect to "opt out" of benefit accruals.

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Appendix 3—Menasha and Wausau, Wisconsin (Represented by USW)

Plan Status	Closed and partially frozen. Effective March 31, 2015, the benefits for the USW union employees were frozen as of March 31, 2015 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.																						
Eligibility for Participation	Hourly employees working at the Menasha, Wisconsin Carton Plant or the Wausau, Wisconsin Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Locals 22-0148 and 7-0224. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees as of January 6, 2015.																						
Normal Retirement																							
Eligibility	Age 65 or five years of service from hire, if later.																						
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:																						
	<table> <tr> <th>Termination Date</th><th>Monthly Benefit Rate</th></tr> <tr> <td>05/01/1999–04/30/2000</td><td>\$27.25</td></tr> <tr> <td>05/01/2000–04/30/2001</td><td>\$29.00</td></tr> <tr> <td>05/01/2001–04/30/2002</td><td>\$31.00</td></tr> <tr> <td>05/01/2002–04/30/2003</td><td>\$31.50</td></tr> <tr> <td>05/01/2003–04/30/2004</td><td>\$31.75</td></tr> <tr> <td>05/01/2004–04/30/2005</td><td>\$32.75</td></tr> <tr> <td>05/01/2005–04/30/2006</td><td>\$33.75</td></tr> <tr> <td>05/01/2006–04/30/2007</td><td>\$34.50</td></tr> <tr> <td>05/01/2007–04/30/2008</td><td>\$35.25</td></tr> <tr> <td>05/01/2008 and thereafter</td><td>\$36.00</td></tr> </table>	Termination Date	Monthly Benefit Rate	05/01/1999–04/30/2000	\$27.25	05/01/2000–04/30/2001	\$29.00	05/01/2001–04/30/2002	\$31.00	05/01/2002–04/30/2003	\$31.50	05/01/2003–04/30/2004	\$31.75	05/01/2004–04/30/2005	\$32.75	05/01/2005–04/30/2006	\$33.75	05/01/2006–04/30/2007	\$34.50	05/01/2007–04/30/2008	\$35.25	05/01/2008 and thereafter	\$36.00
Termination Date	Monthly Benefit Rate																						
05/01/1999–04/30/2000	\$27.25																						
05/01/2000–04/30/2001	\$29.00																						
05/01/2001–04/30/2002	\$31.00																						
05/01/2002–04/30/2003	\$31.50																						
05/01/2003–04/30/2004	\$31.75																						
05/01/2004–04/30/2005	\$32.75																						
05/01/2005–04/30/2006	\$33.75																						
05/01/2006–04/30/2007	\$34.50																						
05/01/2007–04/30/2008	\$35.25																						
05/01/2008 and thereafter	\$36.00																						
Early Retirement																							
Eligibility	Age 55 and 15 years of benefit service.																						
Benefit	The accrued normal retirement benefit reduced 6% per year from age 62.																						
Vested Termination																							
Eligibility	Five years of vesting service.																						
Benefit	Accrued benefit deferred to normal retirement.																						

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Retirement Eligibility	Age 55 and 15 years of benefit service.
Benefit	The accrued benefit reduced 6% per year for commencement before age 65.
Disability	
Eligibility	Fifteen years of vesting service.
Benefit	Accrued benefit as of disability date unreduced for early commencement. Effective March 31, 2015, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after March 31, 2015.
Death	
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
Additional Benefits	Special active death benefit if married for one year and have 15 years of benefit service. The monthly benefit is \$10 times benefit service beginning at spouse's Social Security retirement age (or date spouse begins to receive preretirement death benefits) and ending at the earlier of spouse's death, remarriage, or after 10 years of payment.
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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.

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Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, three year setback for beneficiaries.

Definitions

Vesting Service

Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999.

Benefit Service

Larger of: Service credited for each month with at least 80 hours worked or one month of service credited for each 173 hours worked.

Includes benefit service earned with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is credited after March 31, 2015.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of March 31, 2015 and those who did not elect to "opt out" of benefit accruals.

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Appendix 4—Charlotte, North Carolina Plant

Plan Status Closed and partially frozen. Effective December 31, 2012, the benefits for the USW union employees of the Charlotte 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.

Eligibility for Participation Hourly employees working at the Charlotte, North Carolina Plant who are covered by the collective bargaining agreement with the Paper, Allied-Industrial, Chemical and Energy Workers International Union (AFL-CIO), Local-1089. Plan participation is closed to employees hired or rehired after September 14, 2012.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
08/12/1998–08/11/2000	\$19.00
08/12/2000–08/11/2001	\$20.00
08/12/2001–08/11/2002	\$21.00
08/12/2002–08/11/2003	\$22.00
08/12/2003–08/11/2004	\$22.50
08/12/2004–08/31/2005	\$23.00
09/01/2005–08/31/2006	\$24.00
09/01/2006–08/31/2007	\$25.00
09/01/2007–08/31/2008	\$26.00
09/01/2008 and thereafter	\$26.75

Early Retirement Eligibility Age 55 and 10 years of vesting service.

Benefit The accrued normal retirement benefit reduced 4% per year from age 65.

Vested Termination Eligibility Five years of vesting service.

Benefit Accrued benefit deferred to normal retirement.

Retirement Eligibility Age 55.

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Benefit	The accrued benefit reduced for early commencement as defined in the Early Retirement section.
Disability Eligibility	Forty years old and 10 years of vesting service.
Benefit	Accrued benefit as of disability date unreduced for early commencement.
Death Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
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.
Optional Forms of Payment	Life annuity; 25%, 33⅓%, 50%, 75% and 100% joint and survivor; 5- and 10-year certain and continuous; age 62 and age 65 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: PBGC interest used for valuing benefits for a terminating single employer plan as of the first day of the plan year. Mortality: Unisex Pension Mortality Table of 1984.

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Definitions

Vesting Service

Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999.

Benefit Service

Each plan year with at least 1,751 hours or according to the schedule below, if hours are less than 1,751:

Hours	Fractional Service
1,251–1,750	0.75 or actual hours worked divided by 2,080
1,000–1,251	0.5 or actual hours worked divided by 2,080
751–1,000	0.5
251–750	0.25
1 to 250	0.125

Includes benefit service earned with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is credited after December 31, 2012.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of December 31, 2012 and those who did not elect to "opt out" of benefit accruals.

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Appendix 5—Gordonsville, Tennessee Plant

Plan Status	Closed and partially frozen. Effective September 24, 2013, the benefits for the employees at Gordonsville, TN Carton facility represented by USW Local 784-Five were frozen as of December 31, 2013 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.
Eligibility for Participation	Hourly employees working at the Gordonsville, Tennessee Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Local 784-5. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees hired on or after September 24, 2013.
Normal Retirement Eligibility	Age 65.
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
08/02/1999–10/31/1999	\$21.00
11/01/1999–10/31/2000	\$22.00
11/01/2000–10/31/2001	\$23.00
11/01/2001–01/31/2002	\$24.00
11/01/2002–10/31/2003	\$25.00
11/01/2003–10/31/2004	\$26.00
11/01/2004–10/31/2005	\$27.00
11/01/2005–10/31/2006	\$28.00
11/01/2006–10/31/2007	\$29.00
11/01/2007 and thereafter	\$32.00

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Early Retirement
 Eligibility

Age 55 and 15 years of vesting service.

Benefit

The accrued normal retirement benefit reduced for early commencement as follows:

Age	Percentage
55	50.0%
56	53.3%
57	56.6%
58	60.0%
59	63.3%
60	66.6%
61	73.3%
62	80.0%
63	86.6%
64	93.3%
65	100%

Vested Termination
 Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability
 Eligibility

10 years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Effective September 24, 2013, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after December 31, 2013.

Death
 Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 7%. Mortality: Unisex Pension Mortality Table of 1984, one year forward for members; four year setback for beneficiaries.
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire (or June 20, 1977 if later). Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2013.
Grandfathered Employee	Employees age 55 or age plus benefit service of at least 70 as of December 31, 2013 and those who did not elect to "opt out" of benefit accruals.

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Appendix 6—Garden Grove, California Carton Plant

Plan Status Location closed April 21, 2004.

Eligibility for Participation Location closed April 21, 2004.

Normal Retirement

Eligibility Age 65 or five years of service from hire.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Benefit service earned before 06/01/1988:		
	08/01/1999–07/31/2001	\$20.50
	08/01/2001–12/31/2001	\$23.00
	01/01/2002–12/31/2002	\$25.00
	01/01/2003–12/31/2003	\$27.00
	01/01/2004–04/21/2004	\$29.00
Benefit service earned on or after 05/30/1988:		
	08/01/1999–07/31/2000	\$28.50
	08/01/2000–07/31/2001	\$29.00
	08/01/2001–12/31/2001	\$30.00
	01/01/2002–12/31/2002	\$30.50
	01/01/2003–12/31/2003	\$31.00
	01/01/2004–04/21/2004	\$31.50

Early Retirement

Eligibility Age 55 and five years vesting service.

Benefit The accrued normal retirement benefit reduced 4% per year from age 65–62; 6% per year below age 62.

Vested Termination

Eligibility Five years of vesting service.

Benefit Accrued benefit deferred to normal retirement.

Retirement Eligibility Age 55.

Benefit The accrued benefit reduced for early commencement as defined in the Early Retirement section.

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Disability	None.
Death	
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.
Actuarial Equivalence	
For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 7%. Mortality: Unisex Pension Mortality Table of 1984, one year forward.
Definitions	
Vesting Service	Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999. No vesting service is credited after the closing date April 21, 2004.

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Benefit Service

Each plan year with 1,000 hours worked. For the year of hire, rehire or termination, a month of service will be credited if at least one hour is worked during the month. Includes benefit service earned with Fort James Corporation before August 2, 1999.

No benefit service is credited after the closing date April 21, 2004.

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Appendix 7—Perrysburg, Ohio Facility

Plan Status	Location closed July 1, 2000.						
Eligibility for Participation	Location closed July 1, 2001.						
Normal Retirement							
Eligibility	Age 65.						
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:						
	<table> <tr> <th>Termination Date</th><th>Monthly Benefit Rate</th></tr> <tr> <td>Before 11/01/1999</td><td>\$21.00</td></tr> <tr> <td>11/01/1999 and thereafter</td><td>\$22.00</td></tr> </table>	Termination Date	Monthly Benefit Rate	Before 11/01/1999	\$21.00	11/01/1999 and thereafter	\$22.00
Termination Date	Monthly Benefit Rate						
Before 11/01/1999	\$21.00						
11/01/1999 and thereafter	\$22.00						
Early Retirement							
Eligibility	Age 55 and 10 years benefit service.						
Benefit	The accrued normal retirement benefit reduced 8% per year from age 62.						
Vested Termination							
Eligibility	Five years of vesting service.						
Benefit	Accrued benefit deferred to normal retirement.						
Retirement Eligibility	Age 55.						
Benefit	The accrued benefit reduced 8% per year for commencement before normal retirement.						
Disability	None.						
Death							
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.						
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.						
Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.						

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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.

Optional Forms of Payment

Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.

Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, one year forward.

Definitions

Vesting Service

Each plan year with 1,000 hours worked or a year of benefit service is credited. Includes vesting service earned with Fort James Corporation before August 2, 1999.

No vesting service is credited after the closing date July 1, 2001.

Benefit Service

Larger of: Service credited for each month with at least 80 hours worked or one month of service credited for each 173 hours worked. Includes benefit service earned with Fort James Corporation before August 2, 1999.

No benefit service is credited after the closing date July 1, 2001.

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Appendix 8—North Portland, Oregon Facility

Plan Status Closed and fully frozen: Effective December 31, 2007, the benefits for the union employees of the North Portland location were frozen as of December 31, 2007, except those who were grandfathered (five years of vesting service) and did not “opt out” to choose to have their benefit frozen (one participant). All benefit accruals will cease effective January 1, 2016.

Eligibility for Participation Hourly employees working at the North Portland, Oregon facility who are covered by the collective bargaining agreement with the Association of Western Pulp and Paper Workers, Local 78. Plan participation is closed to employees hired or rehired after December 31, 2007.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Benefit service before 08/01/1983		Refer to Appendix A
Hired before 03/11/2002	10/01/1996–03/10/2002	Refer to Appendix B
	03/11/2002 and thereafter	Refer to Appendix C
Hired/rehired on or after 03/11/2002	03/11/2002 and thereafter	\$25.00

Early Retirement Eligibility Age 55 and 15 years vesting service.
Age 58 and 14 years vesting service.
Age 59 and 10 years vesting service.
Age 60 and five years vesting service.

Benefit The accrued normal retirement benefit reduced 3% per year from age 65. Unreduced if age 62 with 20 years vesting service.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	43.31%
56	46.64%
57	50.31%
58	54.36%
59	58.87%
60	63.89%
61	69.50%
62	75.80%
63	82.88%
64	90.90%
65	100%

Disability

Eligibility

Ten years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

Additional Benefits

Retired participants from North Portland (hired before June 29, 1996) receive a \$2,500 lump sum benefit at death regardless of the form of payment.

Maximum Benefit

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

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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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; age 62 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 4.25%. Mortality: 1951 Group Annuity Mortality Table (unisex blended).
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire. Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2007. All benefit accruals will cease effective January 1, 2016.
Grandfathered Employee	Employees with five years of vesting service as of December 31, 2007 and those who did not elect to "opt out" of benefit accruals.

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Appendix A

The following table documents historical North Portland benefit rates for service earned before August 1, 1983.

Classification	Regular Straight Time Job Rate on October 1, 1981 ¹	Monthly Benefit Rate
1	\$8.29 and Under	\$13.00
2	8.30–8.60	\$13.50
3	8.61–8.91	\$14.00
4	8.92–9.22	\$14.50
5	9.23–9.53	\$15.00
6	9.54–9.84	\$15.50
7	9.85–10.15	\$16.00
8	10.16–10.46	\$16.50
9	10.47–10.77	\$17.00
10	10.78–11.08	\$17.50
11	11.09–11.40	\$18.00
12	11.41–11.72	\$18.50
13	11.73–12.03	\$19.00
14	12.04–12.34	\$19.50
15	12.35–12.65	\$20.00
16	12.66–12.96	\$20.50
17	12.97–13.27	\$21.00
18	13.28–13.58	\$21.50
19	13.59–13.90	\$22.00
20	13.91–14.21	\$22.50
21	14.22 and Over	\$23.00

¹ Wage rates ending in half cents will be rounded to the next whole cent.

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Appendix B—Historical North Portland Benefit Rates

The following table documents historical North Portland benefit rates for those hired before March 11, 2002, and terminating on or after October 1, 1996 but before March 11, 2002.

Classification	Regular Straight Time Job Rate on October 1, 1996	Monthly Benefit Rate
1	\$10.50 and Under	\$23.50
2	10.51–10.85	\$24.00
3	10.86–11.20	\$24.50
4	11.21–11.56	\$25.00
5	11.57–11.91	\$25.50
6	11.92–12.26	\$26.00
7	12.27–12.62	\$26.50
8	12.63–12.98	\$27.00
9	12.99–13.34	\$27.50
10	13.35–13.70	\$28.00
11	13.71–14.05	\$28.50
12	14.06–14.40	\$29.00
13	14.41–14.76	\$29.50
14	14.77–15.11	\$30.00
15	15.12–15.46	\$30.50
16	15.47–15.81	\$31.00
17	15.82–16.16	\$31.50
18	16.17–16.51	\$32.00
19	16.52–16.86	\$32.50
20	16.87–17.21	\$33.00
21	17.22–17.56	\$33.50
22	17.57–17.91	\$34.00
23	17.92–18.26	\$34.50
24	18.27–18.61	\$35.00
25	18.62–18.96	\$35.50
26	18.97–19.31	\$36.00
27	19.32–19.66	\$36.50
28	19.67–20.01	\$37.00
29	20.02–20.36	\$37.50
30	20.37–20.71	\$38.00

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Appendix C—Historical North Portland Benefit Rates

The following table documents historical North Portland benefit rates for those hired or rehired before March 11, 2002 and terminating on or after March 11, 2002.

Classification	Regular Straight Time Job Rate on Termination ¹	Monthly Benefit Rate
1	\$10.50 and Under	\$23.50
2	10.51–10.85	\$24.00
3	10.86–11.20	\$24.50
4	11.21–11.56	\$25.00
5	11.57–11.91	\$25.50
6	11.92–12.26	\$26.00
7	12.27–12.62	\$26.50
8	12.63–12.98	\$27.00
9	12.99–13.34	\$27.50
10	13.35–13.70	\$28.00
11	13.71–14.05	\$28.50
12	14.06–14.40	\$29.00
13	14.41–14.76	\$29.50
14	14.77–15.11	\$30.00
15	15.12–15.46	\$30.50
16	15.47–15.81	\$31.00
17	15.82–16.16	\$31.50
18	16.17–16.51	\$32.00
19	16.52–16.86	\$32.50
20	16.87–17.21	\$33.00
21	17.22–17.56	\$33.50
22	17.57–17.91	\$34.00
23	17.92–18.26	\$34.50
24	18.27–18.61	\$35.00
25	18.62–18.96	\$35.50
26	18.97–19.31	\$36.00
27	19.32–19.66	\$36.50
28	19.67–20.01	\$37.00
29	20.02–20.36	\$37.50
30	20.37–20.71	\$38.00
31	20.72–21.06	\$38.50
32	21.07–21.41	\$39.00
33	21.42–21.76	\$39.50

¹ Wage rates ending in half cents will be rounded to the next whole cent.

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Classification	Regular Straight Time Job Rate on Termination¹	Monthly Benefit Rate
34	21.77–22.11	\$40.00 ²
35	22.12–22.46	\$40.50 ²
36	22.47–22.81	\$41.00 ²
37	22.82 and Over	\$41.50 ²

¹ Wage rates ending in half cents will be rounded to the next whole cent.

² For those retiring or terminating on or after March 11, 2002 and prior to March 1, 2006, benefit rates for classifications 34-37 are replaced as follows:

Classification	Monthly Benefit Rate
34	\$40.50
35	\$41.00
36	\$41.50
37	\$42.00

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Appendix 9—Menasha and Wausau, Wisconsin and Newnan, Georgia (represented by GCC/IBT)

Plan Status Closed and partially frozen; Newnan location closed July 2002 and Menasha and Wausau locations closed April 30, 2014. Effective April 30, 2016, the benefits for the GCC/IBT union employees were frozen as of April 30, 2016 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.

Eligibility for Participation Hourly employees working at the Menasha, Wisconsin plant or the Wausau, Wisconsin plant who are covered by the collective bargaining agreement with the Graphic Communications Conference of the International Brotherhood of Teamsters (GCC/IBT), Local 77-P. The Newnan, Georgia plant closed in July 2002. An employee becomes a participant after completing one hour of service.

Normal Retirement Eligibility

Age 65.

Benefit

A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
07/01/1998–06/30/1999	\$27.25
07/01/1999–06/30/2000	\$27.75
07/01/2000–06/30/2001	\$28.75
07/01/2001–06/30/2002	\$29.75
07/01/2002–06/30/2003	\$30.75
07/01/2003–06/30/2004	\$31.75
07/01/2004–06/30/2005	\$32.75
07/01/2005–06/30/2006	\$33.75
07/01/2006–06/30/2007	\$34.50
07/01/2007–06/30/2008	\$35.25
07/01/2008 and thereafter	\$36.00

Early Retirement Eligibility

Age 55 and 15 years benefit service.

Benefit

The accrued normal retirement benefit reduced 6% per year from age 62.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55 with 15 years of benefit service.

Benefit

The accrued benefit reduced 6% per year for commencement before normal retirement.

Disability

Eligibility

Fifteen years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Effective April 30, 2016, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after April 30, 2016.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

Additional Benefits

Special active death benefit if married for one year and have 15 years of benefit service. The monthly benefit is \$6.25 times benefit service beginning at spouse's Social Security retirement age (or date spouse begins to receive preretirement death benefits) and ending at the earlier of spouse's death, remarriage, or after 10 years of payment.

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.

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Optional Forms of Payment

Life annuity; 50%, 75% and 100% joint and survivor;
10-year certain and continuous; lump sum if under
\$10,000.

Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, one
year forward for members; four year setback for
beneficiaries.

Definitions

Vesting Service

Each plan year with 1,000 hours worked or a year of
benefit service is credited. Includes vesting service
earned with Fort James Corporation before August 2,
1999.

Benefit Service

Larger of: Service credited for each month with at least
80 hours worked or one month of service credited for
each 173 hours worked. Includes benefit service earned
with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is
credited after April 30, 2016.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least
70 as of April 30, 2016 and those who did not elect to
"opt out" of benefit accruals.

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Appendix 10—Universal Packaging Corporation Pension Plan

Plan Status

Appendix 10 applies solely to benefits accrued under the Universal Packaging Corporation Pension Plan prior to January 1, 2000. Employees covered under the provisions of Appendix 10 accrue benefits for service earned on and after January 1, 2000 under the provisions of Appendix 1.

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Plan Provisions—Legacy Mid-America Plan

Effective Date	As amended and restated effective January 1, 2015 and reflects amendments up to and including Amendment 3, which was effective January 1, 2017.
Plan Status by Location	
Pine Bluff Bag Plant	Closed to new entrants hired after April 1, 2011 and partially frozen as of March 31, 2014. Location was sold effective July 1, 2014.
Pine Bluff Mill	Open with ongoing accruals. Location was sold effective July 1, 2014.
Twinsburg	Closed and frozen as of February 1, 2012.
Eligibility for Participation	<p>An employee shall be eligible to become an active participant in the plan on the effective date or on any January 1 or July 1 thereafter after meeting all of the following requirements:</p> <ul style="list-style-type: none">▪ He is a member of the covered group of employees to which the plan has extended coverage, shown below by employee location:<ul style="list-style-type: none">– Pine Bluff Bag Plant: Employees represented by Local Number 5-0619 of the Paper Allied-Industrial, Chemical and Energy Workers International Union. Plan participation is closed to employees hired on or after April 1, 2011.– Pine Bluff Mill: Employees represented by Local Numbers 5-935 and 5-936 of the Paper Allied-Industrial, Chemical and Energy Workers International Union.– Twinsburg Plant: Hourly paid employees. Plan participation is closed to employees hired on or after February 1, 2012.▪ He has attained 21 years of age.▪ He has completed at least one year of vesting service.
Normal Retirement	
Eligibility	Age 65.
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

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Pine Bluff Bag Plant:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$17.50
01/01/2004–12/31/2004	\$18.00
01/01/2005–12/31/2005	\$18.50
01/01/2006–12/31/2006	\$19.00
01/01/2007–12/31/2007	\$19.50
01/01/2008–12/31/2008	\$20.00
01/01/2009–12/31/2009	\$20.50
01/01/2010 and thereafter	\$21.00

Pine Bluff Mill:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$25.50
01/01/2004–12/31/2004	\$26.00
01/01/2005–12/31/2005	\$26.50
01/01/2006–12/31/2006	\$27.00
01/01/2007–12/31/2007	\$27.50
01/01/2008–12/31/2008	\$28.00
01/01/2009–12/31/2009	\$28.50
01/01/2010–12/31/2010	\$29.00
01/01/2011 and thereafter	\$29.50

Twinsburg Plant:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$13.00
01/01/2004–12/31/2004	\$13.50
01/01/2005–12/31/2005	\$14.00
01/01/2006–12/31/2006	\$14.50
01/01/2007–12/31/2007	\$15.00
01/01/2008 and thereafter	\$15.50

Delayed Retirement
 Eligibility

Delayed retirement date—After normal retirement date, first day of the month following the participant's last day of employment.

Benefit

Accrued benefit based on the participant's benefit service at the delayed retirement date.

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Early Retirement

Eligibility

Age 55 and 20 years of service.

Benefit

Accrued benefit reduced by 0.25% for each month the early retirement date precedes the normal retirement date. The accrued benefit is not reduced if the participant has attained age 62 and 25 years of service at his early retirement date.

Vested Termination

Eligibility

Five years of service.

Benefit

Accrued benefit deferred to age 65.

Retirement Eligibility

No age requirement.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	43.31%
56	46.64%
57	50.31%
58	54.36%
59	58.87%
60	63.89%
61	69.50%
62	75.80%
63	82.88%
64	90.90%
65	100.00%

If the participant commences prior to age 55, the age 55 benefit is reduced using actuarial equivalence.

Disability

Eligibility

A participant who has both (a) become disabled during the period he is an active employee and before reaching normal retirement age, (b) completed 10 years of service, and (c) the disability has continued for a period of at least six months.

Non-grandfathered participants at the Pine Bluff Bag Plant are no longer eligible for a disability retirement benefit effective March 31, 2014.

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Benefit	Accrued benefit as of the date he or she terminates employment with no reduction for commencement prior to normal retirement age. Benefit is reduced for any workers' compensation or other disability benefits payable to the participant as required by law.
Surviving Spouse Eligibility	Death prior to retirement after becoming eligible for a deferred vested benefit.
Benefit	The accrued benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected a 50% joint and survivor annuity. The benefit is payable in the form of a life annuity to the spouse commencing on the later of the participant's normal retirement date or date of death. The spouse may elect commencement of the benefit as early as the day the participant would have attained age 55, reduced for early commencement according to the Early Retirement section (if the participant was eligible) or the Vested Termination section.
Additional Special Benefits Eligibility	Death on or after commencement of retirement or disability benefits.
Additional Spouse Benefit	\$1,000 lump sum benefit.
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 Without Spouse	Straight life annuity.
With Spouse	Actuarially reduced 50% joint and survivor benefit with the participant's spouse as beneficiary.
Optional Forms of Annuity	<p>A participant may elect the following actuarially equivalent optional forms of payment:</p> <ul style="list-style-type: none">▪ 50% joint and survivor annuity▪ 75% joint and survivor annuity▪ 100% joint and survivor annuity▪ 10 years certain and life annuity▪ Level income option▪ Level income option with a 10 year certain

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- Level income option with a 50% joint and survivor
- Level income option with a 100% join and survivor
- A single lump sum payment

For participants commencing prior to age 55, the only optional forms of annuity are the 75% joint and survivor annuity (if married) and a single lump sum payment.

Optional Form Conversion Factors
Interest Rate

Section 417(e)(3)(C) of the Code for the second calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution for Annuity Commencement Dates prior to January 1, 2017. The fifth calendar month preceding the applicable plan year will be used for annuity commencement dates on or after January 1, 2018. For 2017 annuity commencement dates, the greater of the two preceding approaches will be used.

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.

Definitions
Benefit Service

The number of years and months between the later of the effective date and an employee's date of hire (or rehire date, if applicable) to the date he or she terminates employment. Participants will be granted one-twelfth of a year of benefit service for each full or partial calendar month of employment.

Benefit service for participants at the Twinsburg location was frozen effective February 29, 2012.

Benefit service for non-grandfathered participants at the Pine Bluff Bag Plant and for grandfathered participants that chose to "opt-out" was frozen effective March 31, 2014.

Grandfathered Participant

Age 55 or older and age plus years of service are greater than or equal to 70 as of March 31, 2014 and employed at the Pine Bluff Bag Plant.

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Years of Service

The number of years and fractions thereof between an employee's date of hire (or rehire, if applicable) and the date he or she terminates employment. Includes service earned prior to January 10, 2003 for employees who transferred to Mid-America from the Gaylord Container Corporation on January 10, 2003.

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Plan Provisions—Legacy Riverwood Hourly Plan

Prior 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 4, which was effective as of August 31, 2016. 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.
Additional Opt Out	Members who were eligible for the opt out as of December 31, 2012 and elected to continue accruing benefits in the plan were provided another opt out opportunity as of August 31, 2016.
Partial Plan Freeze (Effective December 31, 2015)	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.

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Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 closed participation to new hires as of December 22, 2014.

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%

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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.

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.

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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 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.

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Plan Provisions—Legacy Riverwood Salaried Plan

Prior Plan Name	Riverwood International Employees Retirement Plan.
Effective Date	The Riverwood International Employees Retirement Plan was last amended and restated as of January 1, 2015 and reflects amendments up to and including Amendment 2, which was effective as of November 1, 2015. The original effective date of the plan is June 1, 1992.
Eligibility for Participation	An employee becomes a participant after completing one year of service provided he is a salaried employee or a non-union hourly employee at a participating location and provided he is not a leased employee. However, the plan was closed to employees hired, rehired, or transferred from union locations after December 31, 2007.
Partial Plan Freeze Effective June 30, 2011	If a member is under age 50 or has fewer than five years of vesting service under the plan as of July 1, 2011, his benefit service will be frozen as of June 30, 2011 and his average final salary and covered compensation will be frozen as of December 31, 2011. Members who are at least age 50 with at least five years of vesting service under the plan as of July 1, 2011, will continue to accrue benefits under the plan but the percentage of average final salary for service in excess of 35 years accrued after June 30, 2011 will change from 1.20% to 0.90%.
Normal Retirement Eligibility	Age 65.
Benefit	<p>An annual pension computed as the sum of (1), (2), and (3) below, but not less than (4) and not less than (5) below:</p> <p>(1) 0.90% of the participant's average final salary up to covered compensation;</p> <p>Plus</p> <p>1.40% of the participant's average final salary in excess of the covered compensation;</p> <p>Times</p> <p>Years of benefit service up to 35 years.</p>

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- (2) 1.20% of the participant's average final salary times years of benefit service in excess of 35 years earned through June 30, 2011;

Plus

0.90% of the participant's average final salary times years of benefit service in excess of 35 years earned after June 30, 2011.

- (3) Scheduled benefits shown in Appendix C and D of the Plan document for certain participants.

- (4) \$300 multiplied by years of service or \$1,200 if greater.

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

Early Retirement
Eligibility

Age 55 and 10 years of vesting service.

Benefit

Accrued pension reduced by 5% for each year prior to normal retirement date (reduced from age 62 if 25 years of vesting service at retirement).

Age	Early Retirement Factors (10–24 years of Vesting Service)	Early Retirement Factors (25+ years of Vesting Service)
55	50%	65%
56	55%	70%
57	60%	75%
58	65%	80%
59	70%	85%
60	75%	90%
61	80%	95%
62	85%	100%
63	90%	100%
64	95%	100%

Late Retirement
Eligibility

Any member who remains in service after his normal retirement date.

Benefit

The late retirement pension shall be equal to an amount of equivalent actuarial value to the pension to which the member would have been entitled if he had retired on his normal retirement date.

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Vested Termination
 Eligibility

Five years of vesting service (or age 55 for employees hired prior to January 1, 2007).

Benefit

Accrued pension deferred to age 65 or reduced pension payable any time after age 55 (age 50 if participant of Manville Plan prior to January 1, 1989). The reduced amount shall be equal to the vested deferred allowance multiplied by the appropriate factor interpolated to two decimal places to take into account the nearest number of full months determined from the following schedule:

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

Disability
 Eligibility

Mentally or physically incapable of employment.

Benefit

Continue accruing service while on disability assuming pay remains constant during the period on LTD.

Surviving Spouse
 Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

If participant died after becoming eligible for early retirement, the benefit is calculated as if the participant had retired on date of death with an effective election of a 100% contingent annuitant option, designating the spouse as contingent annuitant. Otherwise the benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) age 55 (age 50 if participant of Manville Plan prior to January 1, 1989) with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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Normal Form of Annuity
Without Spouse

If the participant is not married, the normal form of pension is a straight life annuity.

With Spouse

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.

Optional Forms of Annuity

Prior to his 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 100%, 75%, 50% or 25% of such reduced pension will be continued after his death during the life of a contingent annuitant. A straight life annuity, 10 years certain and life, and income leveling to age 62 are also available options.

Optional Form Conversion Factors

For joint and survivor options and 10 year certain and life option:

Interest rate: 5% per year.

Mortality: Prescribed by Revenue Ruling 2001-62.

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

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

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

Definitions

Covered Compensation

Covered compensation is equal to the 35-year average of the Social Security wage bases ending with the calendar year in which participant attains Social Security retirement age. A non-grandfathered member's covered compensation is determined as of December 31, 2011, or as of his retirement or termination of employment date, if earlier.

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Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.
Average Final Salary	The average of the participant's pensionable earnings using the four highest consecutive plan years in the last ten plan years of employment. Pensionable earnings are generally equal to base pay plus annual bonuses, commissions and overtime pay. A non-grandfathered member's average final salary is determined as of December 31, 2011, or as of his retirement or termination of employment date, if earlier.
Non-Grandfathered Member	<p>Any member who, on July 1, 2011, failed to meet one or more of the following requirements:</p> <ul style="list-style-type: none">(a) Is age 50 or older;(b) Has completed five or more years of vesting service; and(c) Is in active employment, is on an approved leave of absence, is in receipt of benefits under the employer's long-term disability plan, or is on a military leave.
Social Security Retirement Age	<p>Born before January 1, 1938: Age 65.</p> <p>Born after December 31, 1937 and before January 1, 1955: Age 66.</p> <p>Born after December 31, 1954: Age 67.</p>

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Plan Provisions—Legacy Walter G. Anderson Plan

Prior Plan Name Walter G. Anderson, Inc. Retirement Plan

Effective Date December 1, 1967. Amended and restated effective December 1, 2011. Latest amendment dated November 22, 2013.

Plan was merged into the Altivity Packaging Pension Plan for Hourly Employees as of close of business on November 30, 2016. At the time of the merger, the plan was frozen.

Eligibility for Participation An hourly paid employee employed in the Folding Carton or Maintenance Departments covered by a collective bargaining agreement between Walter G. Anderson Inc. and the PAC union becomes eligible to participate in the plan on the first day of the month following date of hire.

Benefit Service Frozen as of December 1, 2016. Measured in elapsed time from date of hire.

Normal Retirement
Eligibility

Age 65.

Benefit

A monthly amount equal to years of benefit service, limited to 25, multiplied by an amount determined in connection with the date of termination of employment as follows:

Termination Date	Amount
Prior to 6/15/2005	\$15.88
6/15/2005–6/14/2006	\$16.88
6/15/2006–6/14/2009	\$17.88
6/15/2009–6/14/2011	\$19.00
6/15/2011–6/14/2012	\$19.80
6/15/2012–12/31/2012	\$20.20
1/1/2013–12/31/2013	\$20.60
On or after 1/1/2014	\$21.00

Early Retirement
Eligibility

Age 55 and 10 years of vesting service.

Benefit

A monthly benefit equal to the normal retirement benefit reduced by 5% for each year (prorated for partial years) the early retirement precedes the normal retirement.

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Late Retirement Eligibility	Retirement beyond normal retirement date of age 65.
Benefit	A monthly benefit equal to the accrued benefit based on service as of actual retirement date, but not less than the monthly benefit accrued as of the normal retirement increased by the factor in section 5.1(e)(2) of the plan document.
Vested Termination Eligibility	Five years of vesting service.
Benefit	The accrued benefit at the date of termination.
Disability Eligibility	Total and permanent disability after five years of vesting service.
Benefit	The accrued benefit based on benefit service at the date of disability, commencing immediately without reduction for early commencement.
Surviving Spouse Eligibility	Five years of vesting service.
Benefit	A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.
Normal Form of Annuity Without Spouse	Single life annuity.
With Spouse	50% joint and survivor annuity reduced to be equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continues to surviving spouse.
Optional Forms of Annuity	Single life annuity 5-year certain and life annuity 10-year certain and life annuity 15-year certain and life annuity 100% joint and survivor annuity 75% joint and survivor annuity 66⅔% joint and survivor annuity 50% joint and survivor annuity

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Actuarial Equivalence

7.50% and the 1983 Group Annuity Mortality Table (fixed blend of 50% male and 50% female).

Plan Changes Since the Prior Year

The valuations reflect the following plan changes:

- An update to the mortality rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- The legislated increase in the Section 401(a)(17) recognizable pay limit from \$270,000 for 2017 to \$275,000 for 2018.
- The legislated increase in the Section 415 dollar limits for defined benefit plans from \$215,000 for 2017 to \$220,000 for 2018.
- A special early retirement window for employees at West Monroe, Louisiana Beverage Carton Plant represented by Local 654 (RWH).
- Another opt-out period during 2017 for Appendix C of the Riverwood Hourly Subplan.

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, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following non-prescribed assumption changes:

- A change in the optional payment form election percentage to better reflect anticipated future experience as the result of an assumption study.
- A change in the retirement rates for active participants and terminated vested participants to better reflect anticipated future experience as the result of an assumption study.
- A change in the withdrawal rates to better reflect anticipated future experience as the result of an assumption study.
- A change in the percent married and spouse age difference assumptions to better reflect anticipated future experience as the result of an assumption study.

In aggregate these assumption changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.

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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2018

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	2	3								
25-29	10	29	3							
30-34	6	96	54	9						
35-39	6	104	114	56	9					
40-44	14	114	138	127	46	4				
45-49	19	103	163	207	124	48	6			
50-54	16	105	151	196	166	129	76	22	2	
55-59	15	102	107	163	164	136	192	101	39	16
60-64	4	38	57	78	147	75	138	70	47	86
65-69	1	8	11	18	21	18	34	13	12	33
70+		1	2	4	6	2	7	1	3	11

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

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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.

Legacy Graphic Packaging Non-Union Hourly				Legacy Graphic Packaging Non-Union Salaried and Riverwood Salaried			
(a)	(b)	(c)	(d)	(a)	(b)	(c)	(d)
Age	Rate	Weight	Product (a) × (b) × (c)	Age	Rate	Weight	Product (a) × (b) × (c)
55.5	9.00%	1.0000	5.00	55.5	7.00%	1.0000	3.89
56.5	9.00%	0.9100	4.63	56.5	7.00%	0.9300	3.68
57.5	9.00%	0.8281	4.29	57.5	7.00%	0.8649	3.48
58.5	9.00%	0.7536	3.97	58.5	7.00%	0.8044	3.29
59.5	11.00%	0.6857	4.49	59.5	15.00%	0.7481	6.68
60.5	11.00%	0.6103	4.06	60.5	15.00%	0.6358	5.77
61.5	20.00%	0.5432	6.68	61.5	15.00%	0.5405	4.99
62.5	20.00%	0.4345	5.43	62.5	20.00%	0.4594	5.74
63.5	20.00%	0.3476	4.41	63.5	30.00%	0.3675	7.00
64.5	35.00%	0.2781	6.28	64.5	30.00%	0.2573	4.98
65.5	35.00%	0.1808	4.14	65.5	30.00%	0.1801	3.54
66.5	35.00%	0.1175	2.73	66.5	30.00%	0.1261	2.51
67.5	35.00%	0.0764	1.80	67.5	30.00%	0.0882	1.79
68.5	50.00%	0.0496	1.70	68.5	30.00%	0.0618	1.27
69.5	75.00%	0.0248	1.29	69.5	30.00%	0.0432	0.90
70	100.00%	0.0062	0.43	70	100.00%	0.0303	2.12
Weighted Average			61.33	Weighted Average			61.63

All Others

(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	10.00%	0.7351	4.52
62.5	20.00%	0.6616	8.27
63.5	15.00%	0.5293	5.04
64.5	25.00%	0.4499	7.25
65.5	35.00%	0.3374	7.74
66.5	35.00%	0.2193	5.10
67.5	35.00%	0.1426	3.37
68.5	25.00%	0.0927	1.59
69.5	20.00%	0.0695	0.97
70	100.00%	0.0556	3.89
Weighted Average			63.06

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Group	Active Headcount	Retirement Age
Graphic Packaging Non-Union Hourly	637	61.33
Graphic Packaging Non-Union Salaried and Riverwood Salaried	752	61.63
All Others	<u>3,069</u>	<u>63.06</u>
Total	4,458	62.57

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Schedule SB, Part V—Summary of Plan Provisions

Effective November 30, 2016, the Walter G. Anderson, Inc. Retirement Plan (“Legacy Walter G. Anderson Plan”) was merged into the Altivity Packaging Pension Plan for Hourly Employees (“Legacy Altivity Plan”). Effective January 1, 2017, the Field Container Company, L.P. and Related Entities Pension Plan (“Legacy Field Container Plan”), the Graphic Packaging Retirement Plan (“Legacy Graphic Packaging Plan”), the Mid-American Packaging Retirement Plan (“Legacy Mid-America Plan”), the Riverwood International Employees Retirement Plan (“Legacy Riverwood Salaried Plan”), and the Riverwood International Hourly Retirement Plan (“Legacy Riverwood Hourly Plan”) were also merged into the Legacy Altivity Plan, which was then renamed the “GPI US Consolidated Pension Plan.”

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Plan Provisions—Legacy Altivity Plan

Prior Plan Name	Altivity Packaging Pension Plan for Hourly Employees.
Effective Date	<p>As amended and restated effective January 1, 2015 and reflecting amendments up to and including Amendment 3 approved on November 10, 2016 and effective close of business November 30, 2016.</p> <p>The plan document is arranged as a Core Document with appendices describing the benefits of different locations and groups. See Attachment A for a summary of the appendices and locations.</p>
Plan Status	<p>Closed and partially frozen as of January 1, 2017.</p> <p>No nonunion employee shall become a participant after December 31, 2007. For union employees, certain locations are closed to new participants at specific dates as shown in Attachment A.</p> <p>Benefits are frozen for nonunion participants and certain union participants as shown in Attachment A. The locations where grandfathered participants are accruing benefits are:</p> <ul style="list-style-type: none">▪ Middleton, Ohio Mill USW Local 1973▪ Solon, Ohio Folding Carton▪ Valley Forge, Pennsylvania Carton USW Local 807
Eligibility for Participation	<p>Except as otherwise provided in Attachment A, each other covered employee shall become a participant on the first day of the month coincidence with or next following the one-year anniversary of his or her date of hire (or rehire, if applicable).</p> <p>Nonunion employees rehired after December 31, 2007 are ineligible to become an active member again.</p> <p>Each covered employee (as shown in Attachment A) as of the effective date who was a participant in the Smurfit Plan immediately before the effective date shall become a participant on the effective date.</p>

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Normal Retirement

Eligibility

First day of the month coincident with or following his or her age 65, except as provided in Attachment D.

Benefit

Except as provided in Attachment C-3, a monthly benefit equal to the sum of (a) the applicable benefit rate specified in Attachment C-1 x benefit service and (b) the applicable prior benefit rate specified in Attachment C-2 x any prior benefit service.

Delayed Retirement

Eligibility

After normal retirement date, first day of the month following his or her last day of employment as an employee.

Benefit

Greater of A and B if suspension of benefits notice was provided or greater of A and C if suspension of benefits notice was not provided.

- A) Accrued benefit based on his or her benefit service at the delayed retirement date.
- B) An amount of equivalent actuarial value to the pension benefit the member would have been entitled to if the member had retired on the normal retirement date, increased by an amount of equivalent actuarial value to the payments which would have been payable. This amount is recomputed each plan year following the normal retirement date.
- C) An amount of equivalent actuarial value to the pension benefit the member would have been entitled to if the member had retired on the normal retirement date. This amount is recomputed each plan year following normal retirement date.

Early Retirement

Eligibility

First day of the month after both attaining age 55 and completion of 10 years of vesting service, except as provided in Attachment E.

Benefit

Accrued benefit reduced by 0.5% for each month the early retirement date precedes the normal retirement date, except as provided in Attachment E.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to age 65. Except as provided in Attachment G, if the participant meets the early retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 55. Except as provided in Attachment G, benefits are reduced by 0.5% for each month the early retirement date precedes the normal retirement date.

Disability

Eligibility

A participant who both (a) terminates from active employment on account of disability and (b) has completed 10 years of vesting service, except as set forth in Attachment F.

Benefit

Accrued benefit as of the date he or she terminates employment without reduction for early commencement, except as otherwise provided in Attachment F.

Form of Payment

Prior to normal retirement date, any payment form may be elected in accordance with the plan, except a level income option. Upon attaining normal retirement age, another payment form may be elected.

Surviving Spouse

Eligibility

Five years of vesting service.

Benefit

The accrued benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected the contingent annuitant option. The benefit is payable in the form of a life annuity to the spouse commencing as early as the participant's earliest retirement date.

Benefits commencing prior to the participant's normal retirement date are reduced for the early commencement.

Normal Form of Annuity

Without Spouse

If the participant is not married, the normal form of benefit is a straight life annuity.

With Spouse

If the participant is married at the time of retirement, the normal form of benefit is a reduced 50% joint and survivor benefit with the participant's spouse as beneficiary.

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Optional Forms of Payment

Except as provided in Attachment H, single life annuity, 100%, 75%, or 50% joint and survivor annuity, 10 years certain and life annuity.

If the equivalent actuarial value is \$5,000 or less, an immediate lump sum will be paid.

Definitions

Actuarial Equivalence

Unless otherwise specified in Appendix I, the equivalent value is based on 8.0% interest and the 1983 Group Annuity Mortality Table, weighted 50% male and 50% female.

Lump sum interest rates are those prescribed under 417(e) for the fifth full calendar month preceding the stability period. Lump sum mortality is the table prescribed by 417(e), as in effect on the first day of the stability period.

Benefit Service

Except as provided in Attachment B, benefit service means the number of years and fractions thereof between the later of the effective date and an employee's date of hire to the date he or she terminates employment.

Benefits were frozen as of December 31, 2007 for nonunion employees.

Benefits for union participants of Louisville KY Bag employees represented by IBT Local 89 were frozen as of August 19, 2010 since decertified on August 20, 2010.

Benefits for union participants of Salt Lake City UT Bag employees represented by Local GCC/IBT Local 541-S, Pacific Carton Local 6-505M and Carol Stream Carton IAM Local 8 were frozen as of December 31, 2011.

Benefits for union participants of Carol Stream Carton GCC/IBT 415-S, Irvine Ranch Carton Local 388M, Santa Clara Mill Local 388M, and Renton Carton Local 747M were frozen as of December 31, 2012.

Benefits for USW union participants of Arcadia Bag Local 1505 and Middleton Mill Local 1973 were frozen as of December 31, 2012 except for participants who were at least age 55 or had age plus benefit service equal to at least 70 points, and did not "opt out" to have their benefits frozen.

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Benefits for USW union participants of Valley Forge Carton Local 807 and Solon Folding Carton Local 5-1250 were frozen as of March 31, 2013 except for participants who were at least age 55 or had age plus benefit service equal to at least 70 points, and did not “opt out” to have their benefits frozen.

Benefits for GCC/IBT Local 527-S union participants at the Atlanta, Georgia Carton Facility were frozen as of December 31, 2013.

Benefits for union participants of Valley Forge, PA Carton represented by SEIU Local 32BJ were frozen as of December 31, 2015.

Prior Benefit Service

For a covered employee as of the effective date, prior benefit service means the “benefit service” recognized under the Smurfit Plan as of June 30, 2006.

Vesting Service

Except as otherwise provided in Attachment B, vesting service means the number of years and fractions thereof between an employee’s date of hire and the date he or she terminates employment. Vesting service includes the “vesting service” recognized under the Smurfit Plan as of June 30, 2006.

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Attachment A—Eligibility for Participation and Current Plan Status by Location

The following groups of employees are covered employees as of the effective date:

Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Irvine Ranch, CA Carton	1A	GCC/IBT Local 388M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Santa Clara, CA Mill	1B	GCC/IBT Local 388M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Santa Clara, CA Carton	1C	GCC/IBT Local 388M	One year of vesting service	Closed	Closed	Inactives
Cantonment, FL Plant	2	USW Local 3-0547 Unit 1	Age 21 and one year of vesting service	Closed	Closed	Inactives
Cantonment, FL Technical Center	3	Non-Union	Age 21 and one year of vesting service	Closed	Closed and frozen as of 12/31/2007	Actives and Inactives
Cantonment, FL Graphics Center	4	USW Local 3-0547 Unit 2	One year of vesting service	Closed	Closed and frozen	Inactives
Jacksonville, FL Austill or D-Graphics Packaging	5	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	None
Jacksonville, FL Austill or D-Graphics Packaging	6	IBT Local 512	One year of vesting service	Closed	Closed and frozen	None
Atlanta, GA Carton	7	GCC/IBT Local 527-S	One year of vesting service	Active	Closed to new hires and rehires as of 1/1/2009 Frozen as of 12/31/2013	Actives and Inactives
Eastman, GA Multiwall Bag	8	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Des Moines, IA Plant	9	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Carol Stream, IL Carton	11	GCC/IBT Local 415-S	One year of vesting service	Active	Closed to new hires and rehires as of 9/1/2009 Frozen as of 12/31/2012	Actives and Inactives
Carol Stream, IL Carton	12	IAM Local 8	One year of vesting service	Active	Closed and frozen as of 12/31/2011	Actives
Elk Grove, IL Lamination	13	USW Local 6-1210	One year of vesting service	Closed	Closed and frozen	Inactives
St. Charles, IL Consumer Packaging	15	GCC/IBT Local 458-M	One year of vesting service	Closed	Closed and frozen	Inactives
St. Charles, IL Consumer Packaging	16	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Schaumburg, IL Laminating and Coating	17	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives
Quincy, IL Bag	18	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Fort Wayne, IN Carton	19	IBT Local 414	One year of vesting service	Closed	Closed	Inactives
Fort Wayne, IN Carton	20	GCC/IBT Local 17-M	One year of vesting service	Closed	Closed	Inactives
Fowler, IN Bag	21	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Portage, IN Per Pak	22	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	Inactives
Wabash, IN Mill	23	USW Local 6-285	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Wabash, IN Mill	24	Non-Union	One year of vesting service	Sold during 2008	Closed and frozen as of 12/31/2007	Inactives
Louisville, KY Bag	25	IBT Local 89	One year of vesting service	Sold during 2014	Closed and frozen as of 8/20/2010	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Arcadia, LA Bag	26	USW Local 1505	Age 21 and one year of vesting service	Sold during 2014	Closed as of 9/25/2012 and frozen for non-grandfathered members on 12/31/2012 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Inactives
Hodge, LA Flexible Packaging	27	USW Local 1505	Age 21 and one year of vesting service	Closed	Closed and frozen	Inactives
Kansas City, MO Bag	28	USW Local 765	One year of vesting service	Sold during 2014	N/A	Inactives
Kansas City, MO Carton	29	IAM District 778	One year of vesting service	Closed	Closed and frozen	Inactives
Kansas City, MO Carton (Finishers Only)	30	GCC/IBT Local 16-C	One year of vesting service	Closed	Closed and frozen	Actives and Inactives
Pacific, MO Carton	31	GCC/IBT Local 6-505M	One year of vesting service	Active	Closed and frozen as of 12/31/2011	Actives and Inactives
Greensboro, NC Carton	32A	GCC/IBT Local 465-S	One year of vesting service	Closed	Closed and frozen	Inactives
Greensboro, NC Carton	32B	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Inactives
Greensboro, NC Label	33	Non-Union	One year of vesting service	Sold during 2014	Closed and frozen as of 12/31/2007	Inactives
Piscataway and Plainfield, NJ Folding Carton	34	Non-Union	One year of vesting service	Closed	Closed and frozen as of 12/31/2007	Actives and Inactives
Middletown, OH Carton/Mill	35	GCC/IBT Local 508	One year of vesting service	Closed	Closed and frozen	Inactives
Middletown, OH Carton	36A	USW Local 1973	One year of vesting service	Closed	Closed and frozen	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Middletown, OH Mill	36B	USW Local 1973	One year of vesting service	Active	Closed as of 9/25/2012 and frozen for non-grandfathered members on 12/31/2012 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Norwood, OH Consumer Packaging	37	USW Local 98	One year of vesting service	Sold during 2014	N/A	Inactives
Solon, OH Folding Carton	38A	USW Local 5-1250	One year of vesting service	Active	Closed to new hires, rehires, transfers as 11/19/2012 Frozen for non-grandfathered members on 3/31/2013 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Solon, OH Folding Carton	38B	Non-Union	One year of vesting service	Active	Closed and frozen as of 12/31/2007	Actives and Inactives
Philadelphia, PA Mill	39	USW Local 2-68	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Philadelphia, PA Mill	40	IUOE Local 835	One year of vesting service	Sold during 2008	Closed and frozen	Inactives
Philadelphia, PA Mill	41	NCFO Local 473	One year of vesting service	Sold during 2008	Closed and frozen	Inactives

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Location	Appendix Number	Union	Participation Requirements	Location Status	Plan Status	Participants Included in Valuation
Valley Forge, PA Carton	42	USW Local 807	One year of vesting service	Active	Closed to new hires, rehires, transfers as 11/19/2012 Frozen for non-grandfathered members on 3/31/2013 (at least age 55 or age plus benefit service of at least 70 on 12/31/2012 and those who did not "opt out" to have their benefits frozen)	Actives and Inactives
Valley Forge, PA Carton	43	SEIU Local 32BJ	One year of vesting service	Active	Closed to new hires and rehires 6/19/2009 and frozen as of 12/31/2015	Actives and Inactives
Valley Forge, PA Carton	44	Non-Union	One year of vesting service	Active	Closed and frozen as of 12/31/2007	Actives and Inactives
Salt Lake City, UT Bag	45	GCC/IBT Local 541-S	Age 21 and one year of vesting service	Sold during 2014	Closed to new hires and rehires as of 6/15/2007 Frozen as of 12/31/2011	Inactives
Salt Lake City, UT Machine Shop	46	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	Inactives
Renton, WA Carton	47	GCC/IBT Local 747M	One year of vesting service	Active	Closed and frozen as of 12/31/2012	Actives and Inactives
Milwaukee, WI Flexible Packaging	48	Non-Union	One year of vesting service	Sold during 2013	Closed and frozen as of 12/31/2007	Inactives
Wellsburg, WV Bag	49A	USW Local 12315	One year of vesting service	Sold during 2014	N/A	Inactives
Wellsburg, WV Bag	49B	Non-Union	One year of vesting service	Sold	Closed and frozen as of 12/31/2007	None

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Attachment B—Benefit Service and Vesting Service

For the following groups of covered employees, benefit service will also be granted for the following periods of time: (1) Up to two years for any period of absence resulting from occupational injuries incurred while employed by a participating employer; and (2) up to the period of absence for which weekly disability benefits are paid (usually 26 weeks) under a state or company sponsored plan for non-occupational illness or injury.

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M
	Santa Clara	Mill	GCC/IBT Local 388M
		Carton	GCC/IBT Local 388M
FL	Cantonment	Graphics Center	USW 3-0547 Unit-2 with a Smurfit Plan hire date on or after January 1, 2003
	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
GA	Atlanta	Carton	GCC/IBT Local 527-S
	Eastman	Multiwall Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after August 1, 2001
IA	Des Moines	Plant	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Carol Stream	Carton	GCC/IBT Local 415-S IAM Local 8
	Elk Grove	Lamination	USW Local 6-1210 with a Smurfit Plan hire date on or after June 12, 2004
	St. Charles	Label	Hourly employees with a Smurfit Plan hire date on or after January 1, 2006
	Quincy	Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after May 1, 2003
IN	Fort Wayne	Carton	IBT Local 414 GCC/IBT Local 17-M
	Fowler	Bag	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2003
	Portage	Per Pak	Non union hourly employees with a Smurfit Plan hire date on or after January 1, 2003
	Wabash	Mill	USW Local 6-285 Nonunion hourly employees
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date on or after October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date on or after January 1, 2006
		Carton	IAM District 778 with a Smurfit Plan hire date on or after January 1, 2003
NC	Greensboro	Carton	GCC/IBT Local 465-S
		Label	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employees with a Smurfit Plan hire date on or after June 1, 2003
OH	Solon	Folding Carton	USW Local 5-1250

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St	City	Facility	Covered Employees
PA	Philadelphia	Mill	USW Local 2-68
			IUOE Local 835
			NCFO Local 473
	Valley Forge	Carton	USW Local 807
			NCFO Local 473
			Nonunion hourly employees
UT	Salt Lake City	Machine Shop	Nonunion hourly employees with a Smurfit Plan hire date on or after January 1, 2003
WA	Renton	Carton	GCC/IBT Local 747M
WI	Milwaukee	Flexible Packaging	Nonunion hourly employees with a Smurfit Plan hire date on or after July 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date on or after May 15, 2004
			Non union hourly employees with a Smurfit Plan hire date on or after May 15, 2004

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Participants in the following groups shall be granted a full month of benefit service and vesting service for each month in which the participant receives compensation from the company and a full month of prior benefit service and vesting service for each month in which the participant receives compensation while participating under the Smurfit Plan:

St	City	Facility	Covered Employees
CA	Irvine	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
		Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S with a Smurfit Plan hire date before February 15, 2007
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	IBT Local 465-S and nonunion hourly employees
OH	Solon	Carton	USW Local 5-1250 and nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	IUOE Local 835 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004
			USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

Participants in the following groups shall be granted service as follows:

- For participants as of the effective date who previously transferred from the North Wales facility to the Valley Forge facility, vesting service shall include the individual's service at the North Wales facility to the extent recognized under the Smurfit Plan;
- For participants as of the effective date who were employed at the Piscataway facility at the time of its acquisition by a company participating in the Smurfit Plan, vesting service shall include the individual's pre-acquisition service at the Piscataway facility to the extent recognized under the Smurfit Plan; and
- For participants as of the effective date who were employed at the Eastman facility at the time of its acquisition by a company participating in the Smurfit Plan, vesting service shall include the individual's pre-acquisition service at the Eastman facility to the extent recognized under the Smurfit Plan.

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Participants who are covered employees in the Schaumburg, IL plant and participants who are covered employees in the Elk Grove, IL plant with a Smurfit Plan hire date before June 12, 2004 shall accrue one year of benefit service for each year of vesting service in which he or she works 2,000 or more hours. Benefit service shall be reduced by 5% for each 100 hours less than 2,000 hours. No benefit service shall be granted for any year a participant works less than 1,000 hours, except for the year of the participant's initial employment (or return to employment) and the year of the participant's retirement (or other termination of employment). Benefits under the plan shall not be accrued during employment that would have excluded an employee from participation in the plan. If a participant ceases to be a covered employee, but remains in the employ of an employer, he or she shall receive no benefit service until the participant is again a covered employee.

Benefits for nonunion participants were frozen as of December 31, 2007.

Benefits for union participants of Louisville Bag IBT Local 89 were frozen as of August 19, 2010 since decertified on August 20, 2010.

Benefits for union participants of Salt Lake City Bag Local 541-S, Pacific Carton Local 6-505M and Carol Stream Carton IAM Local 8 were frozen as of December 31, 2011.

Benefits for union participants of Carol Stream Carton 415-S, Irvine Ranch Carton Local 388M, Santa Clara Mill Local 388M, and Renton Carton Local 747M were frozen as of December 31, 2012.

Benefits for union participants of Arcadia Bag Local 1505, Middleton Mill Local 1973 were frozen as of December 31, 2012 except for participants who were at least age 55 or age plus benefit service of at least 70 points, and elected to continue accruing benefits under the plan.

Benefits for union participants of Valley Forge Carton Local 807 and Solon Folding Carton Local 5-1250 were frozen as of March 31, 2013 except for participants who were at least age 55 or age plus benefit service of at least 70 points, and elected to continue accruing benefits under the plan.

Benefits for GCC/IBT Local 527-S union participants at the Atlanta, Georgia Carton Facility were frozen as of December 31, 2013.

Benefits for union participants of Valley Forge, PA Carton represented by SEIU Local 32BJ were frozen as of December 31, 2015.

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Attachment C-1—Benefit Levels

The benefit levels attributable to benefit service for the following groups of covered employees are as follows:

St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
CA	Irvine Ranch	Carton	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
	Santa Clara	Mill	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
		Carton	GCC/IBT Local 388M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
FL	Cantonment	Plant	USW Local 3-0547 Unit-1	Effective Date	\$22.00
				September 1, 2006	\$23.00
				September 1, 2007	\$24.00
		Technical Center	Nonunion hourly employee	Effective Date	\$22.00
				September 1, 2006	\$23.00
				September 1, 2007	\$24.00
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003	Effective Date	\$22.00
				January 1, 2007	\$23.00
				January 1, 2008	\$24.00
				January 1, 2009	\$25.00
			USW Local 3-0547 Unit-2 employee with a Smurfit Plan hire date on or after January 1, 2003	Effective Date	\$22.00
				January 1, 2007	\$23.00
				January 1, 2008	\$24.00
				January 1, 2009	\$25.00
	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employee	Effective Date	\$21.50
			IBT Local 512	Effective Date	\$21.50
GA	Atlanta	Carton	GCC/IBT Local 527-S	Effective Date	\$28.00
				January 1, 2007	\$28.50
	Eastman	Multiwall Bag	Nonunion hourly employee	Effective Date	\$23.00
IA	Des Moines	Plant	Nonunion hourly employee	Effective Date	\$20.00
			IBT	Effective Date	\$20.00

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
IL	Carol Stream	Carton	GCC/IBT Local 415-S	Effective Date	\$26.00
				June 1, 2007	\$26.50
				IAM Local 8	Effective Date
	Elk Grove	Lamination	USW Local 6-1210	Effective Date	\$25.50
				January 1, 2007	\$26.50
				January 1, 2008	\$27.00
	St. Charles	Consumer Packaging	GCC/IBT Local 458-M	Effective Date	\$22.00
				July 1, 2007	\$23.00
				Nonunion hourly employee	Effective Date
	Quincy	Bag	Nonunion hourly employee	Effective Date	\$24.50
May 1, 2007				\$25.00	
IN	Fort Wayne	Carton	IBT Local 414	Effective Date	\$25.00
				May 1, 2007	\$25.75
				GCC/IBT Local 17-M	Effective Date
	Fowler	Bag	Nonunion hourly employee	Effective Date	\$23.00
	Portage	Per Pak	Nonunion hourly employee	Effective Date	\$18.00
	Wabash	Mill	USW Local 6-285	Effective Date	\$32.00
			Nonunion hourly employees	Effective Date	\$32.00
	KY	Louisville	Bag	IBT Local 89	Effective Date
October 10, 2006					\$27.00
October 10, 2007					\$27.50
October 10, 2008					\$28.00
LA	Arcadia	Bag	USW Local 1505	Effective Date	\$20.00
				January 1, 2007	\$21.00
				January 1, 2008	\$22.00
				January 1, 2009	\$23.00
	Hodge	Flexible Packaging	USW Local 1505	Effective Date	\$21.00
			October 1, 2006	\$22.00	
MO	Kansas City	Bag	USW Local 765	Effective Date	\$26.00
				November 1, 2006	\$26.50
				November 1, 2007	\$27.00
		Carton	IAM District 778	Effective Date	\$26.00
				January 1, 2007	\$27.00
				January 1, 2008	\$28.00
		GCC/IBT Local 16-C Finishers	Effective Date	\$22.00	
	Pacific	Carton	GCC/IBT Local 6-505M	Effective Date	\$29.00
				August 1, 2006	\$29.50
				August 1, 2007	\$30.00

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
NC	Greensboro	Carton	GCC/IBT Local 465-S	Effective Date	\$26.50
				January 1, 2007	\$27.00
				January 1, 2008	\$27.50
				January 1, 2009	\$28.00
		Label	Nonunion hourly employee	Effective Date	\$26.50
				January 1, 2007	\$27.00
				January 1, 2008	\$27.50
				January 1, 2009	\$28.00
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employee	Effective Date	\$26.50
OH	Middletown	Carton	GCC/IBT Local 508	Effective Date	\$28.00
				September 1, 2006	\$29.00
				September 1, 2007	\$30.00
				September 1, 2008	\$31.00
				September 1, 2009	\$32.00
			USW Local 1973	Effective Date	\$30.50
				June 1, 2007	\$32.50
	Norwood	Consumer Packaging	USW Local 98	Effective Date	\$30.00
				April 1, 2007	\$30.50
				April 1, 2008	\$31.00
	Solon	Folding Carton	USW Local 5-1250	Effective Date	\$29.50
			Nonunion hourly employee	Effective Date	\$29.50
PA	Philadelphia	Mill	USW Local 2-68	Effective Date	\$32.00
			IUOE Local 835	Effective Date	\$32.00
			NCFO Local 473	Effective Date	\$32.00
	Valley Forge	Carton	USWA Local 807	Effective Date	\$29.50
			NCFO Local 473	Effective Date	\$29.50
			Nonunion hourly employee	Effective Date	\$29.50
UT	Salt Lake City	Bag	GCC/IBT Local 541-S	Effective Date	\$27.50
			Nonunion hourly employee	Effective Date	\$27.50
		Machine Shop	Nonunion hourly employee	Effective Date	\$26.50
WA	Renton	Carton	GCC/IBT Local 747M	Effective Date	\$33.00
				January 1, 2007	\$34.00
				January 1, 2008	\$35.00
				January 1, 2009	\$36.00
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee	Effective Date	\$21.00
WV	Wellsburg	Bag	USW Local 12315	Effective Date	\$24.50
			Nonunion hourly employee	Effective Date	\$24.50

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Attachment C-2—Prior Benefit Levels

The benefit levels attributable to prior benefit service for the following groups of covered employees are as follows:

St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
CA	Irvine Ranch	Carton	GCC/IBT Local 388M	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
	Santa Clara	Mill	GCC/IBT Local 388M	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
		Carton	GCC/IBT Local 388M	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
FL	Cantonment	Plant	USW Local 3-0547 Unit -1	Effective Date	\$0.00
				September 1, 2006	\$1.00
				September 1, 2007	\$2.00
				Effective Date	\$0.00
		Technical Center	Nonunion hourly employee	September 1, 2006	\$1.00
				September 1, 2007	\$2.00
		Graphics Center	USW Local 3-0547 Unit -2 with a Smurfit Plan hire date before January 1, 2003	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
	Jacksonville		USW Local 3-0547 Unit -2 employee with a Smurfit Plan hire date on or after January 1, 2003	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
		Austill or D-Graphics Packaging	Nonunion hourly employee	Effective Date	\$0.00
				Effective Date	\$0.00
				Effective Date	\$0.00
				Effective Date	\$0.00
GA	Atlanta	Carton	GCC/IBT Local 527-S	Effective Date	\$0.00
				January 1, 2007	\$0.50
	Eastman	Multiwall Bag	Nonunion hourly employee	Effective Date	\$0.00
IA	Des Moines	Plant	Nonunion hourly employee	Effective Date	\$0.75
			IBT	Effective Date	\$0.75

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
IL	Carol Stream	Carton	GCC/IBT Local 415-S	June 1, 2006	\$0.50
				June 1, 2007	\$1.00
			IAM Local 8	Effective Date	\$0.00
	Elk Grove	Lamination	USW Local 6-1210	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$1.50
	St. Charles	Consumer Packaging	GCC/IBT Local 458-M	Effective Date ¹	\$1.00
				July 1, 2007 ¹	\$2.00
			Nonunion hourly employee	Effective Date ¹	\$1.00
	Quincy	Bag	Hourly employee	July 1, 2007 ¹	\$2.00
May 1, 2006				\$0.50	
May 1, 2007				\$1.00	
IN	Fort Wayne	Carton	IBT Local 414	Effective Date	\$0.00
				May 1, 2007	\$0.75
			GCC/IBT Local 17-M	Effective Date	\$0.00
	Fowler	Bag	Nonunion hourly employee	Effective Date	\$0.00
	Portage	Per Pak	Nonunion hourly employee	Effective Date	\$0.00
	Wabash	Mill	USW Local 6-285	Effective Date ¹	\$1.00
			Nonunion hourly employee	Effective Date ¹	\$1.00
	KY	Louisville	Bag	IBT Local 89	Effective Date
October 10, 2006					\$0.50
October 10, 2007					\$1.00
October 10, 2008					\$1.50
LA					Arcadia
	January 1, 2007	\$1.00			
	January 1, 2008	\$2.00			
	January 1, 2009	\$3.00			
	Hodge	Flexible Packaging	USW Local 1505	Effective Date	\$0.00
				October 1, 2006	\$1.00
				MO	Kansas City
November 1, 2006	\$0.50				
November 1, 2007	\$1.00				
Carton	IAM District 778	Effective Date	\$0.00		
		January 1, 2007	\$1.00		
		January 1, 2008	\$2.00		
Pacific	Carton	GCC/IBT Local 16-C Finishers	Effective Date		\$0.00
			GCC/IBT Local 6-505M ¹		Effective Date
		August 1, 2006	\$0.50		
		August 1, 2007	\$1.00		

¹ The benefit level for participants who were eligible for early retirement as of June 30, 2006 under the Smurfit Plan shall be reduced by \$1.00 because the Smurfit Plan provided a \$1.00 increase as of the effective date (July 1, 2006) to the participants eligible for early retirement at these facilities.

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St	City	Facility	Covered Employees	Terminations On or After	Benefit Level
NC	Greensboro	Carton	GCC/IBT Local 465-S	Effective Date	\$0.00
				January 1, 2007	\$0.50
				January 1, 2008	\$1.00
				January 1, 2009	\$1.50
		Label	Nonunion hourly employee	Effective Date	\$0.00
				January 1, 2007	\$0.50
				January 1, 2008	\$1.00
				January 1, 2009	\$1.50
NJ	Piscataway and Plainfield	Folding Carton	Nonunion hourly employee	Effective Date	\$0.00
OH	Middletown	Carton	GCC/IBT Local 508	Effective Date	\$0.00
				September 1, 2006	\$1.00
				September 1, 2007	\$1.00
				September 1, 2008	\$1.00
				September 1, 2009	\$1.00
			USW Local 1973	Effective Date	\$0.00
				June 1, 2007	\$2.00
				Effective Date	\$0.00
				April 1, 2007	\$0.50
	Norwood	Consumer Packaging	USW Local 98	Effective Date	\$0.00
				April 1, 2007	\$0.50
				April 1, 2008	\$1.00
				Effective Date	\$0.00
	Solon	Folding Carton	USW Local 5-1250 Nonunion hourly employee	Effective Date	\$0.00
				Effective Date	\$0.00
PA	Philadelphia	Mill	USW Local 2-68	Effective Date ¹	\$1.00
			IUOE Local 835	Effective Date ¹	\$1.00
			NCFO Local 473	Effective Date ¹	\$1.00
	Valley Forge	Carton	USW Local 807	Effective Date	\$0.00
			NCFO Local 473	Effective Date	\$0.00
			Nonunion hourly employee	Effective Date	\$0.00
UT	Salt Lake City	Bag	GCC/IBT Local 541-S	Effective Date	\$0.00
		Machine Shop	Nonunion hourly employee	Effective Date	\$0.00
WA	Renton	Carton	GCC/IBT Local 747M	Effective Date	\$0.00
				January 1, 2007	\$1.00
				January 1, 2008	\$2.00
				January 1, 2009	\$3.00
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee	Effective Date	\$0.00
WV	Wellsburg	Bag	USW Local 12315	Effective Date	\$0.00
			Nonunion hourly employee	Effective Date	\$0.00

¹ The benefit level for participants who were eligible for early retirement as of June 30, 2006 under the Smurfit Plan shall be reduced by \$1.00 because the Smurfit Plan provided a \$1.00 increase as of the effective date (July 1, 2006) to the participants eligible for early retirement at these facilities.

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Attachment C-3—Special Rules for Benefit Levels

Special Rules for Schaumburg Participants

The retirement benefit payable to a participant who is a covered employee in the Schaumburg, IL plant and who retires on his or her normal retirement date shall equal (1) the difference of (i) 42% of the participant's average monthly compensation, less (ii) 57% of the primary Social Security benefit of the participant at the time of his or her retirement, multiplied by (2) a fraction, the numerator of which is the participant's benefit service (but in no case more than 35 reduced by the participant's prior benefit service) and the denominator of which is 35.

Average monthly compensation is the average of the five highest consecutive calendar year earnings in the last 10 calendar years.

Primary Social Security benefit means the monthly amount available to the participant at age 65 or actual retirement, if later, under Title II of the Social Security Act in effect at termination of employment, without regard to any increase in the wage base or benefit levels that take effect after termination of employment.

No compensation after December 31, 2007 shall be taken into account for any covered employee in the Schaumburg, IL plant.

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Attachment D—Normal Retirement

Normal Retirement Age

For the following groups of covered employees, a participant's normal retirement age shall be the later of (a) his or her sixty-fifth birthday or (b) the fifth anniversary of participation in this plan (or participation in the Smurfit Plan, for participants as of the effective date):

St	City	Facility	Covered Employees
FL	Cantonment	Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

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Attachment E—Early Retirement

Early Retirement Date

For the following groups of covered employees, a participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 15 years of vesting service:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	Teamsters Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USWA Local 1505
MO	Kansas City	Bag	USWA Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCIU Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

For the following groups of covered employee, a participant may elect to retire early on the first day of any month after both attainment of age 60 and completion of 10 years of vesting service:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USWA Local 547-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USWA Local 547-2 with a Smurfit Plan hire date before January 1, 2003

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For the following groups of covered employees, a participant may elect to retire early on the first day of any month after both attainment of age 55 and completion of 15 years of benefit service and prior benefit service:

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCIU Local 415-S
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	GCC/IBT Local 465-S
OH	Solon	Folding Carton	USW Local 1250 with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

For the following groups of covered employees, a participant may elect to retire early on the first day of any month after attainment of age 55 with no service requirement:

St	City	Facility	Covered Employees
IL	St. Charles	Consumer Packaging	Nonunion hourly employee with a Smurfit Plan hire date before September 1, 1990
MO	Pacific	Carton	GCIU 6-505M with a Smurfit Plan hire date before January 1, 1991
OH	Middletown	Carton	GCIU Local 508 with a Smurfit Plan hire date before September 1, 1987

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Early Retirement Reduction

For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on the early retirement date equal to his or her accrued benefit actuarially reduced by the appropriate actuarial factor based on the interest rates, mortality tables, and other actuarial factors used by the PBGC as of the first day of the calendar year in which the participant retires:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 0.5% for each month by which the early retirement date precedes (1) age 62, if the sum of the participant's benefit service and prior benefit service exceeds 30 years or (2) the participant's normal retirement date, otherwise:

St	City	Facility	Covered Employees
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	IBT Local 414
			GCC/IBT Local 17-M
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004
NC	Greensboro	Carton	GCC/IBT Local 465-S
OH	Solon	Folding Carton	USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 807 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005

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For the following groups of covered employees, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 1/15th for each year between ages 60 to 65 by which the early retirement date precedes the participant's normal retirement date and reduced by 1/30 for each year between ages 55 to 60 by which the early retirement date precedes the participant's normal retirement date.

St	City	Facility	Covered Employees
FL	Jacksonville	Austill or D-Graphics Packaging	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2003
IL	Elk Grove	Lamination	USW Local 6-1210 with a Smurfit Plan hire date before July 12, 2004
	Schaumburg	Laminating and Coating	Nonunion hourly employee

For participants who are covered employees in the Pacific, MO Carton plant with a Smurfit Plan hire date before January 1, 1991, the monthly benefit payable to a participant who retires at an early retirement date shall be a benefit commencing on an early retirement date equal to his or her accrued benefit at the early retirement date, reduced by 4% for each year by which the early retirement date precedes the participant's normal retirement date.

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Attachment F—Disability Retirement

Disability Retirement Date

For the following groups of covered employees, a participant shall become entitled to a monthly disability retirement benefit if he or she has both (1) become disabled while in the active employment of the company and (2) completed 15 years of vesting service:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
OH	Norwood	Consumer Packaging	USW Local 98 with a Smurfit Plan hire date before March 7, 1990
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before May 15, 2004

For the following groups of covered employees, a participant shall become entitled to a monthly disability retirement benefit if he or she has both (1) become disabled while in the active employment of the company and (2) completed 10 years of benefit service (and prior benefit service):

St	City	Facility	Covered Employees
IN	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
			IOUE Local 835 with a Smurfit Plan hire date before January 1, 2004
			NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004

For the following groups of covered employees, if a participant retires on a disability retirement date, he or she will be entitled to a monthly disability retirement benefit commencing on the first day of the fifth calendar month next following such disability retirement date:

St	City	Facility	Covered Employees
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S
		Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

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Disability Retirement Benefit

The monthly disability retirement benefit for a participant who was a participant in the Smurfit Plan shall equal the sum of the participant's benefit service and prior benefit service multiplied by the applicable benefit level in Attachment D-1 reduced in accordance with (1), (2), or (3) below as applicable:

If, as of his or her termination of employment, the participant has commenced his or her pension under the Smurfit Plan, the amount determined above shall be reduced by the amount of the participant's pension (in the form of a single life annuity) under the Smurfit Plan.

If, as of his or her termination of employment, the participant has not commenced his or her pension under the Smurfit Plan, but he or she is eligible to commence that pension, the amount determined above shall be reduced by the amount of the participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan as of his or her termination of employment.

If the participant is not eligible to commence his or her pension under the Smurfit Plan that pension as of his or her termination of employment, the amount determined above shall be reduced as of the date the participant becomes eligible to receive his or her Smurfit Pension and the reduction shall equal the amount of the participant's pension (in the form of a single life annuity) that would be payable under the Smurfit Plan or other predecessor plan.

The monthly disability retirement benefit payable to a participant who is a covered employee in the Schaumburg, IL plant shall equal the benefit determined under Attachment D-3 (except that the numerator of the fraction shall equal the sum of the participant's benefit service and prior benefit service, but in no case more than 35) reduced in accordance with (1), (2), or (3) above as applicable.

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The minimum monthly disability retirement benefit (prior to the Smurfit Plan offset) for the following groups of covered employees is as follows:

St	City	Facility	Covered Employees	Minimum Monthly Disability Benefit
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004	\$200.00
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005	\$200.00
GA	Atlanta	Carton	GCC/IBT Local 527-S	\$250.00
IL	Carol Stream	Carton	GCC/IBT Local 415-S	\$250.00
			IAM Local 8 with a Smurfit Plan hire date before January 1, 2006	\$250.00
IN	Fort Wayne	Carton	IBT Local 414	\$150.00
			GCC/IBT Local 17-M	\$200.00
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004	\$250.00
			Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004	\$250.00
NC	Greensboro	Carton	GCC/IBT Local 465-S	\$250.00
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004	\$250.00
	Valley Forge	Carton	NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004	\$250.00
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005	\$250.00

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Attachment G—Vested Termination

The monthly deferred vested benefit payable before age 65 to a participant in one of the following groups of covered employees is actuarially reduced based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC as of the first day of the calendar year in which the participant retires:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
LA	Arcadia	Bag	USWA Local 1505
UT	Salt Lake City	Machine Shop	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003

The monthly deferred vested benefit payable before age 65 to a participant in one of the following groups of covered employees is reduced by (i) 6% for each year of the first five years by which the commencement of his or her benefits precedes his or her normal retirement date and (ii) 3.6% for each year which precedes the first five years by which the commencement of his or her benefits precedes his or her normal retirement date:

St	City	Facility	Covered Employees
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 541-S

For a participant in one of the following groups of covered employees, if the participant meets the early retirement service requirements, he or she may elect to receive a reduced benefit after attaining age 60:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
		Technical Center	Nonunion hourly employee
		Graphics Center	USW Local 3-0547 Unit-2 with a Smurfit Plan hire date before January 1, 2003

The monthly deferred vested benefit payable before age 65 to a participant who is a covered employee in the Wellsburg, WV plant represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004 is reduced by 0.25% per month if the participant retires between the ages of 62 and 65 or 0.5% if the participant retires on or after 55 and before age 62.

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Attachment H—Optional Forms of Payment

The optional form of 10 years certain and life annuity retirement benefit does not apply to the following groups of covered employees:

St	City	Facility	Covered Employees
IA	Des Moines	Plant	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004 IBT with a Smurfit Plan hire date on or after January 1, 2004
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006

The optional forms of joint and 66%% survivor annuity and level income option at age 62 (does not apply to Norwood, OH) retirement benefits apply to the following groups of covered employees:

St	City	Facility	Covered Employee
CA	Irvine Ranch	Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
	Santa Clara	Mill	GCC/IBT Local 388M with a Smurfit Plan hire date before March 1, 2005
		Carton	GCC/IBT Local 388M with a Smurfit Plan hire date before September 1, 2004
FL	Jacksonville	Austill or D-Graphics Packaging	Hourly employee with a Smurfit Plan hire date before July 1, 2003
GA	Atlanta	Carton	GCC/IBT Local 527-S
IL	Carol Stream	Carton	GCC/IBT Local 415-S IAM Local 8 with a Smurfit Plan hire date before January 1, 2006
	Elk Grove	Lamination	USW Local 6-1210
	Schaumburg	Laminating and Coating	Nonunion hourly employee
	St. Charles	Consumer Packaging	GCC/IBT Local 458-M with a Smurfit Plan hire date before January 1, 2006 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2006
IN	Fort Wayne	Carton	Teamsters Local 414 GCC/IBT Local 17-M
	Portage	Per Pak	Hourly employee with a Smurfit Plan hire date before January 1, 2003
	Wabash	Mill	USW Local 6-285 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
MO	Kansas City	Carton	IAM District 778 with a Smurfit Plan hire date before January 1, 2003 GCC/IBT Local 16-C Finishers
	Pacific		GCC/IBT Local 6-505M with a Smurfit Plan hire date before January 1, 2003
NC	Greensboro	Carton	GCC/IBT Local 465-S
		Label	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2003

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St	City	Facility	Covered Employee
OH	Middletown	Carton	GCC/IBT Local 508 USW Local 1973
	Norwood	Consumer Packaging	USW Local 98
	Solon	Folding Carton	USW Local 5-1250 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
PA	Philadelphia	Mill	USW Local 2-68 with a Smurfit Plan hire date before January 1, 2004
	Valley Forge	Carton	USW Local 835 with a Smurfit Plan hire date before January 1, 2004 NCFO Local 473 with a Smurfit Plan hire date before January 1, 2004 Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2004
WA	Renton	Carton	GCC/IBT Local 747M with a Smurfit Plan hire date before March 1, 2005
WI	Milwaukee	Flexible Packaging	Nonunion hourly employee with a Smurfit Plan hire date before July 1, 2005

The optional forms of five, 15, or 20 years certain and life annuity forms apply to the following groups of covered employees:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit-1
IL	Quincy	Bag	Nonunion hourly employee with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employee with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT 89 with a Smurfit Plan hire date before October 10, 2005
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Machine Shop	Nonunion employees with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employee with a Smurfit Plan hire date before May 15, 2004

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Attachment I—Optional Form Conversion Factors

Participants in the Former Smurfit (Basic) Plan

- (1) “Actuarial Equivalent Value” means the benefit or benefits, or payment or payments, that are of equal value as of the date of determination to the benefits for which they are to be substituted. Equivalence of value, except as provided in paragraph (2) below, shall be determined by actuarial calculations based on interest rates, mortality tables, and other actuarial assumptions used by the PBGC, as of the first date of the calendar year that includes the computation date, for determining the present value of an immediate annuity (assuming a male participant and a female beneficiary), under a terminating, trusteed plan that has been or will be placed into trusteeship by the PBGC.
- (2) In the case of the forms of payment listed below, the equivalence of value shall be computed using the following actuarial adjustment factors:
- (i) 50% Joint and Survivor Annuity—pay 90% of the pension to the participant and 45% to the surviving spouse.
 - (ii) 75% Joint and Survivor Annuity—pay 84% of the pension to the participant and 63% to the surviving spouse.
 - (iii) 100% Joint and Survivor Annuity—pay 80% of the pension to the participant and 80% to the surviving spouse.
 - (iv) 5-Year Certain and Life Annuity—reduce the pension by 2% and guarantee five years of payments.
 - (v) 10-Year Certain and Life Annuity—reduce the pension by 7% and guarantee 10 years of payments.
 - (vi) 15-Year Certain and Life Annuity—reduce the pension by 12% and guarantee 15 years of payments.

The phrase “actuarial reduction,” “actuarially reduced,” “actuarial increase,” or “actuarially increased” shall mean the adjustment necessary to provide actuarial equivalent value.

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(3) Attachment I applies to the following groups of covered employees:

St	City	Facility	Covered Employees
FL	Cantonment	Plant	USW Local 3-0547 Unit 1
		Technical Center	Nonunion hourly employees
		Graphics Center	USW Local 3-0547 Unit 2 with a Smurfit Plan hire date before January 1, 2003
IA	Des Moines	Plant	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2004
		Plant	IBT with a Smurfit Plan hire date on or after January 1, 2004
IL	Quincy	Bag	Nonunion hourly employees with a Smurfit Plan hire date before May 1, 2003
IN	Fowler	Bag	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2003
KY	Louisville	Bag	IBT Local 89 with a Smurfit Plan hire date before October 10, 2005
LA	Arcadia	Bag	USW Local 1505
	Hodge	Flexible Packaging	USW Local 1505
MO	Kansas City	Bag	USW Local 765 with a Smurfit Plan hire date before January 1, 2006
UT	Salt Lake City	Bag	GCC/IBT Local 747M
		Machine Shop	Nonunion hourly employees with a Smurfit Plan hire date before January 1, 2003
WV	Wellsburg	Bag	USW Local 12315 with a Smurfit Plan hire date before May 15, 2004
			Nonunion hourly employees with a Smurfit Plan hire date before May 15, 2004

For participants who are hourly employees who are represented by USW Local 12315 with a Smurfit Plan hire date before May 15, 2004, if the ages of a participant and his or her spouse are within five years, the actuarial factor used to determine the benefit continuing during the participant's lifetime under a qualified joint and survivor annuity shall be 90% of the monthly retirement income that otherwise would be payable to the participant in accordance with the plan. If there is more than five years difference between the ages of the participant and his or her spouse, then the actuarial adjustment factor applied shall be determined on the basis of the 1984 Unisex Pension Mortality Table and a 5% assumed rate of interest assuming a male participant and a female beneficiary.

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Plan Provisions—Legacy Field Container Plan

Prior Plan Name Field Container Company, L.P. and Related Entities Pension Plan

Effective Date The plan is amended and restated effective January 1, 2015 and reflects amendments up to and including Amendment 1 effective November 1, 2015.

The plan document is arranged as a core document with appendices describing the benefits of different divisions.

Plan Status Closed to new participants on or after February 14, 2008 (or as of such earlier date at specific locations as specified in the appendices). All groups are currently frozen with no participants in the plan accruing benefits. Benefit accruals were frozen on August 1, 2004 for nonunion hired after July 1, 2000 and on December 31, 2007 for the remaining nonunion participants.

The following locations have no active employees:

- Corepak Division
- Eastfield Carton Company
- Handschy Industries, Inc. (Westfield)
- Marseilles Carton Facility
- Michigan Carton Division
- Milwaukee Division
- Pekin Paperboard Company, L.P.
- Salisbury Division
- St. Clair Division

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Plan Provisions—Summary of Division Statuses

Appendix	Division	Division Status	Plan Freeze and Close Dates
1	Corepak	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
2	Eastfield Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
3	Elk Grove	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
4	Handschy Industries, Inc.	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
5	Handschy Industries, Inc. (Westfield)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
6	LaPorte	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
7	Marion Division (formerly J. G. Clark)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
8	Marseilles Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
9	Michigan Carton	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 2, 2006 ▪ No active employees, so benefits at division are effectively frozen
10	Michigan Paper Board	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 2, 2006 ▪ Benefits frozen for all participants as of December 31, 2010

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Appendix	Division	Division Status	Plan Freeze and Close Dates
11	Milwaukee	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
12	Pekin Paperboard	Location sold	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ Benefits frozen for non-grandfathered participants as of March 31, 2013. Non-grandfathered participants defined as employees who are not 55 or older or who do not have 70 age plus service points as of March 31, 2013 ▪ Effective December 31, 2013, location was sold and benefit accruals have ceased for all employees
13	Salisbury	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
14	Smyrna (formerly Murfreesboro)	No active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
15	St. Clair	No active employees	<ul style="list-style-type: none"> ▪ Closed on February 14, 2008 ▪ No active employees, so benefits at division are effectively frozen
16	Tuscaloosa (formerly Southfield)	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
17	West Monroe	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007
18	Westfield	Has active employees	<ul style="list-style-type: none"> ▪ Closed on April 16, 2003 ▪ Benefits frozen as of August 1, 2004 for employees hired on or after July 1, 2000 ▪ Benefits frozen for all participants on December 31, 2007

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Eligibility for Participation

An eligible employee shall be eligible to become an active participant after completing an hour of service on or after the date the division elected to participate in the plan. The plan is closed to new participants after the last group was closed for new hires on February 14, 2008.

Normal Retirement
Eligibility

The later of age 65 and fifth anniversary of participation.

Benefit

A participant who retires at his normal retirement date will receive a monthly benefit based on their location. The determination of the accrued benefit is described below. For valuation purposes, participants' frozen benefits are provided with the data.

Division	Dollar Multiplier	Monthly Benefit
Corepak	\$13.00	Dollar multiplier multiplied by projected Years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Eastfield Carton	\$16.00	Years of participation multiplied by dollar multiplier.
Elk Grove	\$20.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Handschy Industries, Inc.	\$16.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Handschy Industries, Inc. (Westfield)	\$20.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
LaPorte	\$18.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Marion Division (formerly J. G. Clark)	\$16.00	Years of participation on or after April 30, 1985 multiplied by dollar multiplier plus actuarial equivalent of April 30, 1985 pension benefit under the prior plan.

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Division	Dollar Multiplier	Monthly Benefit
Marseilles Carton	\$21.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Michigan Carton	\$24.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Michigan Paper Board	\$26.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Milwaukee	\$13.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Pekin Paperboard	\$21.50	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 25) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Salisbury	\$14.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
Smyrna (formerly Murfreesboro)	\$16.00	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 30) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.
St. Clair	\$17.00	Years of participation (maximum of 30) multiplied by dollar multiplier.
Tuscaloosa (formerly Southfield)	\$16	Years of participation multiplied by dollar multiplier.
West Monroe	\$16	Years of participation (maximum of 30) multiplied by dollar multiplier.
Westfield	\$20	Dollar multiplier multiplied by projected years of participation at normal retirement date (maximum of 32) multiplied by a fraction (not to exceed 1) where the numerator is the actual years of participation at termination and the denominator is the projected years of participation at normal retirement date.

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Early Retirement

Eligibility

Age 55 and five years of vesting service.

Benefit

Accrued pension reduced by 0.5% for each month prior to normal retirement date.

Postponed Retirement

Eligibility

First day of the month following last day of employment after normal retirement date.

Benefit

The greater of (1) actuarial equivalent of the normal retirement benefit based on credited participation and benefit level at normal retirement date and (2) the monthly benefit applicable to the participant, based on his total years of participation and benefit level at the actual retirement date.

Vested Termination

Eligibility

Five years of vesting service. Participant can commence benefit at termination.

Benefit

Accrued pension deferred to age 65. Benefits are reduced when the benefit commencement date precedes the normal retirement date. The benefit is reduced by 0.5% for each month the commencement date precedes the normal retirement date when commencing after age 55 and by actuarial equivalence (8% interest and 1971 Group Annuity Mortality Table for males) when commencing prior to age 55.

Disability

Eligibility

Participant who become disabled during the period he is an employee in the active employment.

Benefit

Accrued benefit is 100% vested and is payable immediately. Benefits are reduced when the benefit commencement date precedes the normal retirement date. The benefit is reduced by 0.5% for each month the commencement date precedes the normal retirement date when commencing after age 55 and by actuarial equivalence (8% interest and 1971 Group Annuity Mortality Table for males) when commencing prior to age 55.

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Surviving Spouse
Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The spouse's death benefit equals the benefit that would be payable to the spouse if the participant had retired and elected the 50% joint and survivor annuity payable at normal retirement date. If the spouse commences the benefit prior to the participant's normal retirement date, the benefit is reduced in the same manner as the vested retirement benefit.

Normal Form of Annuity

Single: Life annuity.
Married: 50% joint and survivor annuity that is the actuarial equivalent of the life annuity option.

Optional Forms of Annuity

50%, 75%, and 100% contingent annuity, lump sum payment, partial lump sum (not available to all locations) 10 years certain and life annuity, and single life annuity.

Optional Form Conversion Factors
For Joint and Survivor Options

Interest rate: 8% per year.

Mortality: 1971 Group Annuity Mortality Table (male).

For Lump Sum and Certain Only Options

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.

Definitions

Years of Participation

Year granted for any plan year in which participant completes 2,000 hours. Fractional years granted if more than 1,000 hours earned or in years when participant's eligibility starts or stops (e.g. year of hire and year of termination). Note that the Eastfield division had more favorable fractional years of service rules.

Vesting Service

Generally granted full year of vesting service for each plan year in which at least 1,000 hours of service are credited while covered by the plan.

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Maximum Benefit

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

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Summary of Location Statuses

Location or Group	Location Status	Pension Benefit Status
Non-Union	Not applicable	Closed and partially frozen
Kalamazoo	Open	Closed and partially frozen
Menasha and Wausau (USW)	Menasha Closed (by end of 2016) and Wausau Open	Closed and partially frozen
Charlotte	Open	Closed and partially frozen
Gordonville	Open	Closed and partially frozen
Garden Grove	Closed	Closed and frozen
Perrysburg	Closed	Closed and frozen
Portland	Open	Closed and frozen
Menasha and Wausau (GCC-IBT)	Menasha Closed (by end of 2016) and Wausau Open	Closed and partially frozen

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Appendix 1—Non-Union

Plan Status

Closed and partially frozen: Effective July 1, 2011, the benefits for non-union employees were frozen except for those who were grandfathered (age 50 or five years of vesting service). For non-grandfathered employees, benefit service was frozen as of June 30, 2011 and average final compensation and covered compensation were frozen as of December 31, 2011. Grandfathered employees will continue to accrue benefits under the plan but the percentage of average final compensation for service in excess of 35 years accrued after June 30, 2011 changed from 1.20% to 0.90%.

Eligibility for Participation

All employees not subject to the provisions of a collective bargaining agreement. An employee becomes a participant after completing one year of service while completing 1,000 or more hours. Plan participation is closed to employees hired or rehired after December 31, 2007. Plan participation in the legacy UPC Pension Plan is closed to employees hired after December 31, 1999.

Normal Retirement

Eligibility

Age 65; Eligibility for legacy UPC benefit is age 65 or, if later, five years of service (if hired after age 60).

Benefit

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

- (1) 0.90% of the participant's final average compensation up to covered compensation;

Plus

1.40% of the participant's final average compensation in excess of the covered compensation;

Times

Years of benefit service up to 35 years.

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- (2) 1.20% of the participant's final average compensation times years of benefit service in excess of 35 years earned through June 30, 2011;

Plus

0.90% of the participant's final average compensation times years of benefit service in excess of 35 years earned after June 30, 2011.

- (3) UPC accrued benefit as of December 31, 1999 if a former UPC participant: sum of 1% of compensation for each year prior to January 1, 2000.

- (4) \$1,200 per year reduced by any benefit earned from other locations.

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

Early Retirement
Eligibility

Age 55 and 10 years of vesting service; Former UPC Pension Plan participants: age 55 and five years of vesting service.

Benefit

The accrued normal retirement benefit reduced 5% per year for each year prior to normal retirement date (reduced from age 62 if 25 years of vesting service at retirement).

Legacy UPC benefit: The accrued normal retirement benefit reduced 4.8% per year prior to normal retirement.

The reductions for the grandfathered benefit is 3% per year for ages 65–60; 7% per year below age 60.

For non-Fort James salaried participants whose age is at least 55 and whose age plus vesting service is greater than or equal to 90 points, the reductions on the grandfathered benefit for service prior to January 1, 2000 is reduced 7% per year prior to age 60.

Vested Termination
Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement. Legacy UPC benefit: If the present value is less than \$10,000, the accrued benefit may be taken immediately, and is actuarially reduced for early commencement.

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Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	39%
56	42%
57	46%
58	50%
59	55%
60	61%
61	67%
62	74%
63	81%
64	90%
65	100%

Legacy UPC benefit: The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability

Eligibility

Participant terminates employment on account of disability.

Benefit

Disablement occurs on or before age 60: Benefit and vesting service continue to accrue until disability ceases or the employee's normal retirement date, if earlier; pay rate and covered compensation frozen as of disability date.

Disablement occurs after age 60: Benefit and vesting service continue to accrue for five years (as long as employee is still disabled); pay rate and covered compensation frozen as of disability date.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

If participant died after becoming eligible for early retirement, the benefit is calculated as if the participant had retired on date of death with an effective election of a 100% contingent annuitant option, designating the spouse as contingent annuitant. Otherwise the benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) age 55 with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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If the participant was at least age 55 with 25 years of vesting service on the date of death, the benefit payable to the surviving spouse is increased by 3% per year for each year the surviving spouse delays payment beyond the date the participant would have turned age 62, up to the participant's normal retirement date.

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.

Optional Forms of Payment
UPC Portion

Life annuity; 25%, 50%, 75%, and 100% joint and survivor; 5-, 10-, and 15-year certain and continuous; lump sum if under \$10,000.

All Other Portions

Life annuity; 25%, 50%, 75%, and 100% joint and survivor; 10-year certain and continuous; age 62 level income.

Actuarial Equivalence
For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other Forms
of Payment
UPC Portion

Interest rate: 30-year constant maturity Treasury bonds for the calendar month which begins six months prior to the first day of the plan year; provided that the interest rate is within 5% to 9%.

Mortality: Unisex Pension Mortality Table of 1984.

All Other Portions

Interest rate: 5%.

Mortality: Prescribed by Revenue Ruling 2001-62.

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Definitions

Final Average Compensation	The average of the participant's pensionable earnings using the four highest consecutive plan years in the last 10 plan years of employment. For prior UPC participants, pay earned before January 1, 2000 is excluded.
Pensionable Earnings	Prior to January 1, 2007: base pay. After December 31, 2006: generally equal to the base pay plus annual bonuses, commissions, and overtime pay. In no event will compensation exceed the Code Section 401(a)(17) limit.
Compensation	<p>For former UPC Pension Plan participants, compensation includes: base pay, bonuses, overtime payments, premium pay, and commissions earned before January 1, 2000 while an eligible participant in the former UPC Pension Plan.</p> <p>In no event will compensation exceed the Code section 401(a)(17) limit.</p>
Covered Compensation	Covered compensation is equal to the 35-year average of the Social Security wage bases ending with the calendar year in which participants attain Social Security retirement age.
Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with UPC before January 1, 2000.
Benefit Service	<p>Completed and fractional years from date of hire.</p> <p>For non-grandfathered employees, no benefit service is credited after June 30, 2011.</p>
Participation Service	Twelve consecutive month period with 1,000 hours worked.
Grandfathered Employee	<p>Employees age 50 or five years of vesting service as of July 1, 2011.</p> <p>UPC Pension Plan is closed and frozen as of December 31, 1999.</p>

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Appendix 2—Kalamazoo, Michigan Board Mill and Carton Plant

Plan Status Closed and partially frozen. Effective November 3, 2013, the benefits for the employees at Kalamazoo Board Mill or Kalamazoo Carton Plant represented by USW 2-1010 were frozen as of December 31, 2013 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.

Eligibility for Participation Hourly employees working at the Kalamazoo Board Mill or the Kalamazoo Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Local 2-1010. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees hired on or after November 3, 2013.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Hired prior to 07/23/2002:		
	07/23/1999–07/22/2000	\$28.00
	07/23/2000–07/22/2001	\$29.00
	07/23/2001–01/31/2003	\$30.00
	02/01/2003–01/31/2004	\$31.00
	02/01/2004–01/31/2005	\$32.00
	02/01/2005–01/31/2006	\$33.50
	02/01/2006–01/31/2007	\$35.00
	02/01/2007–01/31/2008	\$36.50
	02/01/2008 and thereafter	\$40.00
Hired on or after 07/23/2002:		
	Before 02/01/2008	\$25.00
	02/01/2008 and thereafter	\$28.50

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Early Retirement

Eligibility

Age 55.

Benefit

The accrued normal retirement benefit reduced 2.4% per year from age 62–60; 4.8% per year below age 60.

Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability

Eligibility

Ten years of vesting service.

Benefit

Prior to March 1, 2009: Accrued pension at date of disability unreduced for early commencement.

On or after March 1, 2009: Accrued benefit at date of disability, reduced for any workers' compensation benefits or other disability benefits paid by the plan, unreduced for early commencement.

Effective November 3, 2013, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after December 31, 2013.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

The benefit is unreduced if the member had at least 25 years of vesting service.

Additional Benefits

Lump Sum Death Benefit

Retired participants from Kalamazoo receive a \$3,000 lump sum benefit at death regardless of the form of payment.

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Retiree Medical Benefit	For retired participants from Kalamazoo who qualify for Medicare Part A and B, the plan reimburses the Medicare Standard Monthly Part B premiums for the employee and spouse for early, normal, and disabled retirees for as long as a pension is receivable and Medicare Part B is in effect.
Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.
Normal Form of 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.
Optional Forms of Payment	Life annuity; 50% and 75% joint and survivor; 10-year certain and continuous; age 62 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 6%. Mortality: 1971 Group Annuity Mortality Table (male).
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire. Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2013.

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Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of December 31, 2013 and those who did not elect to "opt out" of benefit accruals.

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Appendix 3—Menasha and Wausau, Wisconsin (Represented by USW)

Plan Status	Closed and partially frozen. Effective March 31, 2015, the benefits for the USW union employees were frozen as of March 31, 2015 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.																						
Eligibility for Participation	Hourly employees working at the Menasha, Wisconsin Carton Plant or the Wausau, Wisconsin Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Locals 22-0148 and 7-0224. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees as of January 6, 2015.																						
Normal Retirement																							
Eligibility	Age 65 or five years of service from hire, if later.																						
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:																						
	<table> <tr> <th>Termination Date</th><th>Monthly Benefit Rate</th></tr> <tr> <td>05/01/1999–04/30/2000</td><td>\$27.25</td></tr> <tr> <td>05/01/2000–04/30/2001</td><td>\$29.00</td></tr> <tr> <td>05/01/2001–04/30/2002</td><td>\$31.00</td></tr> <tr> <td>05/01/2002–04/30/2003</td><td>\$31.50</td></tr> <tr> <td>05/01/2003–04/30/2004</td><td>\$31.75</td></tr> <tr> <td>05/01/2004–04/30/2005</td><td>\$32.75</td></tr> <tr> <td>05/01/2005–04/30/2006</td><td>\$33.75</td></tr> <tr> <td>05/01/2006–04/30/2007</td><td>\$34.50</td></tr> <tr> <td>05/01/2007–04/30/2008</td><td>\$35.25</td></tr> <tr> <td>05/01/2008 and thereafter</td><td>\$36.00</td></tr> </table>	Termination Date	Monthly Benefit Rate	05/01/1999–04/30/2000	\$27.25	05/01/2000–04/30/2001	\$29.00	05/01/2001–04/30/2002	\$31.00	05/01/2002–04/30/2003	\$31.50	05/01/2003–04/30/2004	\$31.75	05/01/2004–04/30/2005	\$32.75	05/01/2005–04/30/2006	\$33.75	05/01/2006–04/30/2007	\$34.50	05/01/2007–04/30/2008	\$35.25	05/01/2008 and thereafter	\$36.00
Termination Date	Monthly Benefit Rate																						
05/01/1999–04/30/2000	\$27.25																						
05/01/2000–04/30/2001	\$29.00																						
05/01/2001–04/30/2002	\$31.00																						
05/01/2002–04/30/2003	\$31.50																						
05/01/2003–04/30/2004	\$31.75																						
05/01/2004–04/30/2005	\$32.75																						
05/01/2005–04/30/2006	\$33.75																						
05/01/2006–04/30/2007	\$34.50																						
05/01/2007–04/30/2008	\$35.25																						
05/01/2008 and thereafter	\$36.00																						
Early Retirement																							
Eligibility	Age 55 and 15 years of benefit service.																						
Benefit	The accrued normal retirement benefit reduced 6% per year from age 62.																						
Vested Termination																							
Eligibility	Five years of vesting service.																						
Benefit	Accrued benefit deferred to normal retirement.																						

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Retirement Eligibility	Age 55 and 15 years of benefit service.
Benefit	The accrued benefit reduced 6% per year for commencement before age 65.
Disability	
Eligibility	Fifteen years of vesting service.
Benefit	Accrued benefit as of disability date unreduced for early commencement. Effective March 31, 2015, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after March 31, 2015.
Death	
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
Additional Benefits	Special active death benefit if married for one year and have 15 years of benefit service. The monthly benefit is \$10 times benefit service beginning at spouse's Social Security retirement age (or date spouse begins to receive preretirement death benefits) and ending at the earlier of spouse's death, remarriage, or after 10 years of payment.
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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.

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Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, three year setback for beneficiaries.

Definitions

Vesting Service

Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999.

Benefit Service

Larger of: Service credited for each month with at least 80 hours worked or one month of service credited for each 173 hours worked.

Includes benefit service earned with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is credited after March 31, 2015.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of March 31, 2015 and those who did not elect to "opt out" of benefit accruals.

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Appendix 4—Charlotte, North Carolina Plant

Plan Status Closed and partially frozen. Effective December 31, 2012, the benefits for the USW union employees of the Charlotte 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.

Eligibility for Participation Hourly employees working at the Charlotte, North Carolina Plant who are covered by the collective bargaining agreement with the Paper, Allied-Industrial, Chemical and Energy Workers International Union (AFL-CIO), Local-1089. Plan participation is closed to employees hired or rehired after September 14, 2012.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
08/12/1998–08/11/2000	\$19.00
08/12/2000–08/11/2001	\$20.00
08/12/2001–08/11/2002	\$21.00
08/12/2002–08/11/2003	\$22.00
08/12/2003–08/11/2004	\$22.50
08/12/2004–08/31/2005	\$23.00
09/01/2005–08/31/2006	\$24.00
09/01/2006–08/31/2007	\$25.00
09/01/2007–08/31/2008	\$26.00
09/01/2008 and thereafter	\$26.75

Early Retirement Eligibility Age 55 and 10 years of vesting service.

Benefit The accrued normal retirement benefit reduced 4% per year from age 65.

Vested Termination Eligibility Five years of vesting service.

Benefit Accrued benefit deferred to normal retirement.

Retirement Eligibility Age 55.

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Benefit	The accrued benefit reduced for early commencement as defined in the Early Retirement section.
Disability Eligibility	Forty years old and 10 years of vesting service.
Benefit	Accrued benefit as of disability date unreduced for early commencement.
Death Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
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.
Optional Forms of Payment	Life annuity; 25%, 33⅓%, 50%, 75% and 100% joint and survivor; 5- and 10-year certain and continuous; age 62 and age 65 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	<p>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.</p> <p>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.</p>
For the Purpose of Calculating Other Forms of Payment	<p>Interest rate: PBGC interest used for valuing benefits for a terminating single employer plan as of the first day of the plan year.</p> <p>Mortality: Unisex Pension Mortality Table of 1984.</p>

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Definitions

Vesting Service

Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999.

Benefit Service

Each plan year with at least 1,751 hours or according to the schedule below, if hours are less than 1,751:

Hours	Fractional Service
1,251–1,750	0.75 or actual hours worked divided by 2,080
1,000–1,251	0.5 or actual hours worked divided by 2,080
751–1,000	0.5
251–750	0.25
1 to 250	0.125

Includes benefit service earned with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is credited after December 31, 2012.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least 70 as of December 31, 2012 and those who did not elect to "opt out" of benefit accruals.

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Appendix 5—Gordonsville, Tennessee Plant

Plan Status Closed and partially frozen. Effective September 24, 2013, the benefits for the employees at Gordonsville, TN Carton facility represented by USW Local 784-Five were frozen as of December 31, 2013 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.

Eligibility for Participation Hourly employees working at the Gordonsville, Tennessee Carton Plant who are covered by the collective bargaining agreement with the United Steel, Paper and Forestry, Rubber, Manufacturing, Energy, Allied-Industrial and Service Workers International Union (USW), Local 784-5. An employee becomes a participant after completing one hour of service. Plan participation is closed to employees hired on or after September 24, 2013.

Normal Retirement
Eligibility

Age 65.

Benefit

A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
08/02/1999–10/31/1999	\$21.00
11/01/1999–10/31/2000	\$22.00
11/01/2000–10/31/2001	\$23.00
11/01/2001–01/31/2002	\$24.00
11/01/2002–10/31/2003	\$25.00
11/01/2003–10/31/2004	\$26.00
11/01/2004–10/31/2005	\$27.00
11/01/2005–10/31/2006	\$28.00
11/01/2006–10/31/2007	\$29.00
11/01/2007 and thereafter	\$32.00

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Early Retirement
 Eligibility

Age 55 and 15 years of vesting service.

Benefit

The accrued normal retirement benefit reduced for early commencement as follows:

Age	Percentage
55	50.0%
56	53.3%
57	56.6%
58	60.0%
59	63.3%
60	66.6%
61	73.3%
62	80.0%
63	86.6%
64	93.3%
65	100%

Vested Termination
 Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as defined in the Early Retirement section.

Disability
 Eligibility

10 years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Effective September 24, 2013, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after December 31, 2013.

Death
 Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 7%. Mortality: Unisex Pension Mortality Table of 1984, one year forward for members; four year setback for beneficiaries.
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire (or June 20, 1977 if later). Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2013.
Grandfathered Employee	Employees age 55 or age plus benefit service of at least 70 as of December 31, 2013 and those who did not elect to "opt out" of benefit accruals.

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Appendix 6—Garden Grove, California Carton Plant

Plan Status Location closed April 21, 2004.

Eligibility for Participation Location closed April 21, 2004.

Normal Retirement

Eligibility Age 65 or five years of service from hire.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Benefit service earned before 06/01/1988:		
	08/01/1999–07/31/2001	\$20.50
	08/01/2001–12/31/2001	\$23.00
	01/01/2002–12/31/2002	\$25.00
	01/01/2003–12/31/2003	\$27.00
	01/01/2004–04/21/2004	\$29.00
Benefit service earned on or after 05/30/1988:		
	08/01/1999–07/31/2000	\$28.50
	08/01/2000–07/31/2001	\$29.00
	08/01/2001–12/31/2001	\$30.00
	01/01/2002–12/31/2002	\$30.50
	01/01/2003–12/31/2003	\$31.00
	01/01/2004–04/21/2004	\$31.50

Early Retirement

Eligibility Age 55 and five years vesting service.

Benefit The accrued normal retirement benefit reduced 4% per year from age 65–62; 6% per year below age 62.

Vested Termination

Eligibility Five years of vesting service.

Benefit Accrued benefit deferred to normal retirement.

Retirement Eligibility Age 55.

Benefit The accrued benefit reduced for early commencement as defined in the Early Retirement section.

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Disability	None.
Death	
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.
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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.
Actuarial Equivalence	
For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 7%. Mortality: Unisex Pension Mortality Table of 1984, one year forward.
Definitions	
Vesting Service	Each plan year with 1,000 hours worked. Includes vesting service earned with Fort James Corporation before August 2, 1999. No vesting service is credited after the closing date April 21, 2004.

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Benefit Service

Each plan year with 1,000 hours worked. For the year of hire, rehire or termination, a month of service will be credited if at least one hour is worked during the month. Includes benefit service earned with Fort James Corporation before August 2, 1999.

No benefit service is credited after the closing date April 21, 2004.

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Appendix 7—Perrysburg, Ohio Facility

Plan Status	Location closed July 1, 2000.						
Eligibility for Participation	Location closed July 1, 2001.						
Normal Retirement							
Eligibility	Age 65.						
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:						
	<table> <tr> <th>Termination Date</th><th>Monthly Benefit Rate</th></tr> <tr> <td>Before 11/01/1999</td><td>\$21.00</td></tr> <tr> <td>11/01/1999 and thereafter</td><td>\$22.00</td></tr> </table>	Termination Date	Monthly Benefit Rate	Before 11/01/1999	\$21.00	11/01/1999 and thereafter	\$22.00
Termination Date	Monthly Benefit Rate						
Before 11/01/1999	\$21.00						
11/01/1999 and thereafter	\$22.00						
Early Retirement							
Eligibility	Age 55 and 10 years benefit service.						
Benefit	The accrued normal retirement benefit reduced 8% per year from age 62.						
Vested Termination							
Eligibility	Five years of vesting service.						
Benefit	Accrued benefit deferred to normal retirement.						
Retirement Eligibility	Age 55.						
Benefit	The accrued benefit reduced 8% per year for commencement before normal retirement.						
Disability	None.						
Death							
Eligibility	Death prior to retirement after becoming eligible for vested deferred allowance.						
Benefit	The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.						
Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.						

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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.

Optional Forms of Payment

Life annuity; 50%, 75% and 100% joint and survivor; 10-year certain and continuous.

Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, one year forward.

Definitions

Vesting Service

Each plan year with 1,000 hours worked or a year of benefit service is credited. Includes vesting service earned with Fort James Corporation before August 2, 1999.

No vesting service is credited after the closing date July 1, 2001.

Benefit Service

Larger of: Service credited for each month with at least 80 hours worked or one month of service credited for each 173 hours worked. Includes benefit service earned with Fort James Corporation before August 2, 1999.

No benefit service is credited after the closing date July 1, 2001.

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Appendix 8—North Portland, Oregon Facility

Plan Status Closed and fully frozen: Effective December 31, 2007, the benefits for the union employees of the North Portland location were frozen as of December 31, 2007, except those who were grandfathered (five years of vesting service) and did not “opt out” to choose to have their benefit frozen (one participant). All benefit accruals will cease effective January 1, 2016.

Eligibility for Participation Hourly employees working at the North Portland, Oregon facility who are covered by the collective bargaining agreement with the Association of Western Pulp and Paper Workers, Local 78. Plan participation is closed to employees hired or rehired after December 31, 2007.

Normal Retirement Eligibility Age 65.

Benefit A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Condition	Termination Date	Monthly Benefit Rate
Benefit service before 08/01/1983		Refer to Appendix A
Hired before 03/11/2002	10/01/1996–03/10/2002	Refer to Appendix B
	03/11/2002 and thereafter	Refer to Appendix C
Hired/rehired on or after 03/11/2002	03/11/2002 and thereafter	\$25.00

Early Retirement Eligibility Age 55 and 15 years vesting service.
 Age 58 and 14 years vesting service.
 Age 59 and 10 years vesting service.
 Age 60 and five years vesting service.

Benefit The accrued normal retirement benefit reduced 3% per year from age 65. Unreduced if age 62 with 20 years vesting service.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	43.31%
56	46.64%
57	50.31%
58	54.36%
59	58.87%
60	63.89%
61	69.50%
62	75.80%
63	82.88%
64	90.90%
65	100%

Disability

Eligibility

Ten years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

Additional Benefits

Retired participants from North Portland (hired before June 29, 1996) receive a \$2,500 lump sum benefit at death regardless of the form of payment.

Maximum Benefit

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

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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.
Optional Forms of Payment	Life annuity; 50%, 75% and 100% joint and survivor; age 62 level income.
Actuarial Equivalence For the Purpose of Calculating Lump Sum and Level Income Options	Interest rate: Section 417(e)(3)(C) of the Code for the fifth calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution. Mortality: Section 417(e)(3)(B) of the Code as in effect on the first day of the plan year in which occurs the annuity starting date for the distribution.
For the Purpose of Calculating Other Forms of Payment	Interest rate: 4.25%. Mortality: 1951 Group Annuity Mortality Table (unisex blended).
Definitions Vesting Service	Completed and fractional years from date of hire. Includes vesting service earned with Fort James Corporation before August 2, 1999.
Benefit Service	Completed and fractional years from one month after date of hire. Includes benefit service earned with Fort James Corporation before August 2, 1999. For non-grandfathered employees, no benefit service is credited after December 31, 2007. All benefit accruals will cease effective January 1, 2016.
Grandfathered Employee	Employees with five years of vesting service as of December 31, 2007 and those who did not elect to "opt out" of benefit accruals.

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Appendix A

The following table documents historical North Portland benefit rates for service earned before August 1, 1983.

Classification	Regular Straight Time Job Rate on October 1, 1981 ¹	Monthly Benefit Rate
1	\$8.29 and Under	\$13.00
2	8.30–8.60	\$13.50
3	8.61–8.91	\$14.00
4	8.92–9.22	\$14.50
5	9.23–9.53	\$15.00
6	9.54–9.84	\$15.50
7	9.85–10.15	\$16.00
8	10.16–10.46	\$16.50
9	10.47–10.77	\$17.00
10	10.78–11.08	\$17.50
11	11.09–11.40	\$18.00
12	11.41–11.72	\$18.50
13	11.73–12.03	\$19.00
14	12.04–12.34	\$19.50
15	12.35–12.65	\$20.00
16	12.66–12.96	\$20.50
17	12.97–13.27	\$21.00
18	13.28–13.58	\$21.50
19	13.59–13.90	\$22.00
20	13.91–14.21	\$22.50
21	14.22 and Over	\$23.00

¹ Wage rates ending in half cents will be rounded to the next whole cent.

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Appendix B—Historical North Portland Benefit Rates

The following table documents historical North Portland benefit rates for those hired before March 11, 2002, and terminating on or after October 1, 1996 but before March 11, 2002.

Classification	Regular Straight Time Job Rate on October 1, 1996	Monthly Benefit Rate
1	\$10.50 and Under	\$23.50
2	10.51–10.85	\$24.00
3	10.86–11.20	\$24.50
4	11.21–11.56	\$25.00
5	11.57–11.91	\$25.50
6	11.92–12.26	\$26.00
7	12.27–12.62	\$26.50
8	12.63–12.98	\$27.00
9	12.99–13.34	\$27.50
10	13.35–13.70	\$28.00
11	13.71–14.05	\$28.50
12	14.06–14.40	\$29.00
13	14.41–14.76	\$29.50
14	14.77–15.11	\$30.00
15	15.12–15.46	\$30.50
16	15.47–15.81	\$31.00
17	15.82–16.16	\$31.50
18	16.17–16.51	\$32.00
19	16.52–16.86	\$32.50
20	16.87–17.21	\$33.00
21	17.22–17.56	\$33.50
22	17.57–17.91	\$34.00
23	17.92–18.26	\$34.50
24	18.27–18.61	\$35.00
25	18.62–18.96	\$35.50
26	18.97–19.31	\$36.00
27	19.32–19.66	\$36.50
28	19.67–20.01	\$37.00
29	20.02–20.36	\$37.50
30	20.37–20.71	\$38.00

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Appendix C—Historical North Portland Benefit Rates

The following table documents historical North Portland benefit rates for those hired or rehired before March 11, 2002 and terminating on or after March 11, 2002.

Classification	Regular Straight Time Job Rate on Termination ¹	Monthly Benefit Rate
1	\$10.50 and Under	\$23.50
2	10.51–10.85	\$24.00
3	10.86–11.20	\$24.50
4	11.21–11.56	\$25.00
5	11.57–11.91	\$25.50
6	11.92–12.26	\$26.00
7	12.27–12.62	\$26.50
8	12.63–12.98	\$27.00
9	12.99–13.34	\$27.50
10	13.35–13.70	\$28.00
11	13.71–14.05	\$28.50
12	14.06–14.40	\$29.00
13	14.41–14.76	\$29.50
14	14.77–15.11	\$30.00
15	15.12–15.46	\$30.50
16	15.47–15.81	\$31.00
17	15.82–16.16	\$31.50
18	16.17–16.51	\$32.00
19	16.52–16.86	\$32.50
20	16.87–17.21	\$33.00
21	17.22–17.56	\$33.50
22	17.57–17.91	\$34.00
23	17.92–18.26	\$34.50
24	18.27–18.61	\$35.00
25	18.62–18.96	\$35.50
26	18.97–19.31	\$36.00
27	19.32–19.66	\$36.50
28	19.67–20.01	\$37.00
29	20.02–20.36	\$37.50
30	20.37–20.71	\$38.00
31	20.72–21.06	\$38.50
32	21.07–21.41	\$39.00
33	21.42–21.76	\$39.50

¹ Wage rates ending in half cents will be rounded to the next whole cent.

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Classification	Regular Straight Time Job Rate on Termination¹	Monthly Benefit Rate
34	21.77–22.11	\$40.00 ²
35	22.12–22.46	\$40.50 ²
36	22.47–22.81	\$41.00 ²
37	22.82 and Over	\$41.50 ²

¹ Wage rates ending in half cents will be rounded to the next whole cent.

² For those retiring or terminating on or after March 11, 2002 and prior to March 1, 2006, benefit rates for classifications 34-37 are replaced as follows:

Classification	Monthly Benefit Rate
34	\$40.50
35	\$41.00
36	\$41.50
37	\$42.00

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Appendix 9—Menasha and Wausau, Wisconsin and Newnan, Georgia (represented by GCC/IBT)

Plan Status Closed and partially frozen; Newnan location closed July 2002 and Menasha and Wausau locations closed April 30, 2014. Effective April 30, 2016, the benefits for the GCC/IBT union employees were frozen as of April 30, 2016 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.

Eligibility for Participation Hourly employees working at the Menasha, Wisconsin plant or the Wausau, Wisconsin plant who are covered by the collective bargaining agreement with the Graphic Communications Conference of the International Brotherhood of Teamsters (GCC/IBT), Local 77-P. The Newnan, Georgia plant closed in July 2002. An employee becomes a participant after completing one hour of service.

Normal Retirement Eligibility

Age 65.

Benefit

A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

Termination Date	Monthly Benefit Rate
07/01/1998–06/30/1999	\$27.25
07/01/1999–06/30/2000	\$27.75
07/01/2000–06/30/2001	\$28.75
07/01/2001–06/30/2002	\$29.75
07/01/2002–06/30/2003	\$30.75
07/01/2003–06/30/2004	\$31.75
07/01/2004–06/30/2005	\$32.75
07/01/2005–06/30/2006	\$33.75
07/01/2006–06/30/2007	\$34.50
07/01/2007–06/30/2008	\$35.25
07/01/2008 and thereafter	\$36.00

Early Retirement Eligibility

Age 55 and 15 years benefit service.

Benefit

The accrued normal retirement benefit reduced 6% per year from age 62.

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Vested Termination

Eligibility

Five years of vesting service.

Benefit

Accrued benefit deferred to normal retirement.

Retirement Eligibility

Age 55 with 15 years of benefit service.

Benefit

The accrued benefit reduced 6% per year for commencement before normal retirement.

Disability

Eligibility

Fifteen years of vesting service.

Benefit

Accrued benefit as of disability date unreduced for early commencement.

Effective April 30, 2016, non-grandfathered members and grandfathered members who chose to "opt out" are not eligible for a disability retirement pension after April 30, 2016.

Death

Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

The benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) early retirement date with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

Additional Benefits

Special active death benefit if married for one year and have 15 years of benefit service. The monthly benefit is \$6.25 times benefit service beginning at spouse's Social Security retirement age (or date spouse begins to receive preretirement death benefits) and ending at the earlier of spouse's death, remarriage, or after 10 years of payment.

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.

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Optional Forms of Payment

Life annuity; 50%, 75% and 100% joint and survivor;
10-year certain and continuous; lump sum if under
\$10,000.

Actuarial Equivalence

For the Purpose of Calculating
Lump Sum and Level Income Options

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

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

For the Purpose of Calculating Other
Forms of Payment

Interest rate: 7%.

Mortality: Unisex Pension Mortality Table of 1984, one
year forward for members; four year setback for
beneficiaries.

Definitions

Vesting Service

Each plan year with 1,000 hours worked or a year of
benefit service is credited. Includes vesting service
earned with Fort James Corporation before August 2,
1999.

Benefit Service

Larger of: Service credited for each month with at least
80 hours worked or one month of service credited for
each 173 hours worked. Includes benefit service earned
with Fort James Corporation before August 2, 1999.

For non-grandfathered employees, no benefit service is
credited after April 30, 2016.

Grandfathered Employee

Employees age 55 or age plus benefit service of at least
70 as of April 30, 2016 and those who did not elect to
"opt out" of benefit accruals.

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Appendix 10—Universal Packaging Corporation Pension Plan

Plan Status

Appendix 10 applies solely to benefits accrued under the Universal Packaging Corporation Pension Plan prior to January 1, 2000. Employees covered under the provisions of Appendix 10 accrue benefits for service earned on and after January 1, 2000 under the provisions of Appendix 1.

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Plan Provisions—Legacy Mid-America Plan

Effective Date	As amended and restated effective January 1, 2015 and reflects amendments up to and including Amendment 3, which was effective January 1, 2017.
Plan Status by Location	
Pine Bluff Bag Plant	Closed to new entrants hired after April 1, 2011 and partially frozen as of March 31, 2014. Location was sold effective July 1, 2014.
Pine Bluff Mill	Open with ongoing accruals. Location was sold effective July 1, 2014.
Twinsburg	Closed and frozen as of February 1, 2012.
Eligibility for Participation	<p>An employee shall be eligible to become an active participant in the plan on the effective date or on any January 1 or July 1 thereafter after meeting all of the following requirements:</p> <ul style="list-style-type: none">▪ He is a member of the covered group of employees to which the plan has extended coverage, shown below by employee location:<ul style="list-style-type: none">– Pine Bluff Bag Plant: Employees represented by Local Number 5-0619 of the Paper Allied-Industrial, Chemical and Energy Workers International Union. Plan participation is closed to employees hired on or after April 1, 2011.– Pine Bluff Mill: Employees represented by Local Numbers 5-935 and 5-936 of the Paper Allied-Industrial, Chemical and Energy Workers International Union.– Twinsburg Plant: Hourly paid employees. Plan participation is closed to employees hired on or after February 1, 2012.▪ He has attained 21 years of age.▪ He has completed at least one year of vesting service.
Normal Retirement	
Eligibility	Age 65.
Benefit	A monthly pension computed as benefit level times years of benefit service, where benefit level is the rate in effect at termination of employment shown below:

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Pine Bluff Bag Plant:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$17.50
01/01/2004–12/31/2004	\$18.00
01/01/2005–12/31/2005	\$18.50
01/01/2006–12/31/2006	\$19.00
01/01/2007–12/31/2007	\$19.50
01/01/2008–12/31/2008	\$20.00
01/01/2009–12/31/2009	\$20.50
01/01/2010 and thereafter	\$21.00

Pine Bluff Mill:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$25.50
01/01/2004–12/31/2004	\$26.00
01/01/2005–12/31/2005	\$26.50
01/01/2006–12/31/2006	\$27.00
01/01/2007–12/31/2007	\$27.50
01/01/2008–12/31/2008	\$28.00
01/01/2009–12/31/2009	\$28.50
01/01/2010–12/31/2010	\$29.00
01/01/2011 and thereafter	\$29.50

Twinsburg Plant:

Termination Date	Monthly Benefit Rate
01/10/2003–12/31/2003	\$13.00
01/01/2004–12/31/2004	\$13.50
01/01/2005–12/31/2005	\$14.00
01/01/2006–12/31/2006	\$14.50
01/01/2007–12/31/2007	\$15.00
01/01/2008 and thereafter	\$15.50

Delayed Retirement
Eligibility

Delayed retirement date—After normal retirement date, first day of the month following the participant's last day of employment.

Benefit

Accrued benefit based on the participant's benefit service at the delayed retirement date.

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Early Retirement

Eligibility

Age 55 and 20 years of service.

Benefit

Accrued benefit reduced by 0.25% for each month the early retirement date precedes the normal retirement date. The accrued benefit is not reduced if the participant has attained age 62 and 25 years of service at his early retirement date.

Vested Termination

Eligibility

Five years of service.

Benefit

Accrued benefit deferred to age 65.

Retirement Eligibility

No age requirement.

Benefit

The accrued benefit reduced for early commencement as follows:

Age	Percentage
55	43.31%
56	46.64%
57	50.31%
58	54.36%
59	58.87%
60	63.89%
61	69.50%
62	75.80%
63	82.88%
64	90.90%
65	100.00%

If the participant commences prior to age 55, the age 55 benefit is reduced using actuarial equivalence.

Disability

Eligibility

A participant who has both (a) become disabled during the period he is an active employee and before reaching normal retirement age, (b) completed 10 years of service, and (c) the disability has continued for a period of at least six months.

Non-grandfathered participants at the Pine Bluff Bag Plant are no longer eligible for a disability retirement benefit effective March 31, 2014.

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Benefit	Accrued benefit as of the date he or she terminates employment with no reduction for commencement prior to normal retirement age. Benefit is reduced for any workers' compensation or other disability benefits payable to the participant as required by law.
Surviving Spouse Eligibility	Death prior to retirement after becoming eligible for a deferred vested benefit.
Benefit	The accrued benefit which would have been payable to the spouse assuming the employee retired on the day before he or she died and elected a 50% joint and survivor annuity. The benefit is payable in the form of a life annuity to the spouse commencing on the later of the participant's normal retirement date or date of death. The spouse may elect commencement of the benefit as early as the day the participant would have attained age 55, reduced for early commencement according to the Early Retirement section (if the participant was eligible) or the Vested Termination section.
Additional Special Benefits Eligibility	Death on or after commencement of retirement or disability benefits.
Additional Spouse Benefit	\$1,000 lump sum benefit.
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 Without Spouse	Straight life annuity.
With Spouse	Actuarially reduced 50% joint and survivor benefit with the participant's spouse as beneficiary.
Optional Forms of Annuity	<p>A participant may elect the following actuarially equivalent optional forms of payment:</p> <ul style="list-style-type: none">▪ 50% joint and survivor annuity▪ 75% joint and survivor annuity▪ 100% joint and survivor annuity▪ 10 years certain and life annuity▪ Level income option▪ Level income option with a 10 year certain

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- Level income option with a 50% joint and survivor
- Level income option with a 100% join and survivor
- A single lump sum payment

For participants commencing prior to age 55, the only optional forms of annuity are the 75% joint and survivor annuity (if married) and a single lump sum payment.

Optional Form Conversion Factors
Interest Rate

Section 417(e)(3)(C) of the Code for the second calendar month preceding the applicable plan year in which occurs the annuity starting date for the distribution for Annuity Commencement Dates prior to January 1, 2017. The fifth calendar month preceding the applicable plan year will be used for annuity commencement dates on or after January 1, 2018. For 2017 annuity commencement dates, the greater of the two preceding approaches will be used.

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.

Definitions
Benefit Service

The number of years and months between the later of the effective date and an employee's date of hire (or rehire date, if applicable) to the date he or she terminates employment. Participants will be granted one-twelfth of a year of benefit service for each full or partial calendar month of employment.

Benefit service for participants at the Twinsburg location was frozen effective February 29, 2012.

Benefit service for non-grandfathered participants at the Pine Bluff Bag Plant and for grandfathered participants that chose to "opt-out" was frozen effective March 31, 2014.

Grandfathered Participant

Age 55 or older and age plus years of service are greater than or equal to 70 as of March 31, 2014 and employed at the Pine Bluff Bag Plant.

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Years of Service

The number of years and fractions thereof between an employee's date of hire (or rehire, if applicable) and the date he or she terminates employment. Includes service earned prior to January 10, 2003 for employees who transferred to Mid-America from the Gaylord Container Corporation on January 10, 2003.

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Plan Provisions—Legacy Riverwood Hourly Plan

Prior 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 4, which was effective as of August 31, 2016. 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.
Additional Opt Out	Members who were eligible for the opt out as of December 31, 2012 and elected to continue accruing benefits in the plan were provided another opt out opportunity as of August 31, 2016.
Partial Plan Freeze (Effective December 31, 2015)	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.

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Paperboard Division, Macon—USW Local 3-572, IBEW Local 1316, IAM Local 1034 closed participation to new hires as of December 22, 2014.

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%

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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.

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.

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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 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.

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Plan Provisions—Legacy Riverwood Salaried Plan

Prior Plan Name	Riverwood International Employees Retirement Plan.
Effective Date	The Riverwood International Employees Retirement Plan was last amended and restated as of January 1, 2015 and reflects amendments up to and including Amendment 2, which was effective as of November 1, 2015. The original effective date of the plan is June 1, 1992.
Eligibility for Participation	An employee becomes a participant after completing one year of service provided he is a salaried employee or a non-union hourly employee at a participating location and provided he is not a leased employee. However, the plan was closed to employees hired, rehired, or transferred from union locations after December 31, 2007.
Partial Plan Freeze Effective June 30, 2011	If a member is under age 50 or has fewer than five years of vesting service under the plan as of July 1, 2011, his benefit service will be frozen as of June 30, 2011 and his average final salary and covered compensation will be frozen as of December 31, 2011. Members who are at least age 50 with at least five years of vesting service under the plan as of July 1, 2011, will continue to accrue benefits under the plan but the percentage of average final salary for service in excess of 35 years accrued after June 30, 2011 will change from 1.20% to 0.90%.
Normal Retirement Eligibility	Age 65.
Benefit	<p>An annual pension computed as the sum of (1), (2), and (3) below, but not less than (4) and not less than (5) below:</p> <p>(1) 0.90% of the participant's average final salary up to covered compensation;</p> <p>Plus</p> <p>1.40% of the participant's average final salary in excess of the covered compensation;</p> <p>Times</p> <p>Years of benefit service up to 35 years.</p>

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- (2) 1.20% of the participant's average final salary times years of benefit service in excess of 35 years earned through June 30, 2011;

Plus

0.90% of the participant's average final salary times years of benefit service in excess of 35 years earned after June 30, 2011.

- (3) Scheduled benefits shown in Appendix C and D of the Plan document for certain participants.

- (4) \$300 multiplied by years of service or \$1,200 if greater.

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

Early Retirement
Eligibility

Age 55 and 10 years of vesting service.

Benefit

Accrued pension reduced by 5% for each year prior to normal retirement date (reduced from age 62 if 25 years of vesting service at retirement).

Age	Early Retirement Factors (10–24 years of Vesting Service)	Early Retirement Factors (25+ years of Vesting Service)
55	50%	65%
56	55%	70%
57	60%	75%
58	65%	80%
59	70%	85%
60	75%	90%
61	80%	95%
62	85%	100%
63	90%	100%
64	95%	100%

Late Retirement
Eligibility

Any member who remains in service after his normal retirement date.

Benefit

The late retirement pension shall be equal to an amount of equivalent actuarial value to the pension to which the member would have been entitled if he had retired on his normal retirement date.

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Vested Termination
 Eligibility

Five years of vesting service (or age 55 for employees hired prior to January 1, 2007).

Benefit

Accrued pension deferred to age 65 or reduced pension payable any time after age 55 (age 50 if participant of Manville Plan prior to January 1, 1989). The reduced amount shall be equal to the vested deferred allowance multiplied by the appropriate factor interpolated to two decimal places to take into account the nearest number of full months determined from the following schedule:

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

Disability
 Eligibility

Mentally or physically incapable of employment.

Benefit

Continue accruing service while on disability assuming pay remains constant during the period on LTD.

Surviving Spouse
 Eligibility

Death prior to retirement after becoming eligible for vested deferred allowance.

Benefit

If participant died after becoming eligible for early retirement, the benefit is calculated as if the participant had retired on date of death with an effective election of a 100% contingent annuitant option, designating the spouse as contingent annuitant. Otherwise the benefit is calculated as if the participant had retired on the later of (i) date of death, or (ii) age 55 (age 50 if participant of Manville Plan prior to January 1, 1989) with an effective election of a 50% contingent annuitant option, designating the spouse as contingent annuitant.

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Normal Form of Annuity
Without Spouse

If the participant is not married, the normal form of pension is a straight life annuity.

With Spouse

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.

Optional Forms of Annuity

Prior to his 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 100%, 75%, 50% or 25% of such reduced pension will be continued after his death during the life of a contingent annuitant. A straight life annuity, 10 years certain and life, and income leveling to age 62 are also available options.

Optional Form Conversion Factors

For joint and survivor options and 10 year certain and life option:

Interest rate: 5% per year.

Mortality: Prescribed by Revenue Ruling 2001-62.

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

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

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

Definitions

Covered Compensation

Covered compensation is equal to the 35-year average of the Social Security wage bases ending with the calendar year in which participant attains Social Security retirement age. A non-grandfathered member's covered compensation is determined as of December 31, 2011, or as of his retirement or termination of employment date, if earlier.

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Maximum Benefit	The maximum benefit attributable to company contributions is determined in accordance with Section 415(b) of the Internal Revenue Code.
Average Final Salary	The average of the participant's pensionable earnings using the four highest consecutive plan years in the last ten plan years of employment. Pensionable earnings are generally equal to base pay plus annual bonuses, commissions and overtime pay. A non-grandfathered member's average final salary is determined as of December 31, 2011, or as of his retirement or termination of employment date, if earlier.
Non-Grandfathered Member	<p>Any member who, on July 1, 2011, failed to meet one or more of the following requirements:</p> <ul style="list-style-type: none">(a) Is age 50 or older;(b) Has completed five or more years of vesting service; and(c) Is in active employment, is on an approved leave of absence, is in receipt of benefits under the employer's long-term disability plan, or is on a military leave.
Social Security Retirement Age	<p>Born before January 1, 1938: Age 65.</p> <p>Born after December 31, 1937 and before January 1, 1955: Age 66.</p> <p>Born after December 31, 1954: Age 67.</p>

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Plan Provisions—Legacy Walter G. Anderson Plan

Prior Plan Name Walter G. Anderson, Inc. Retirement Plan

Effective Date December 1, 1967. Amended and restated effective December 1, 2011. Latest amendment dated November 22, 2013.

Plan was merged into the Altivity Packaging Pension Plan for Hourly Employees as of close of business on November 30, 2016. At the time of the merger, the plan was frozen.

Eligibility for Participation An hourly paid employee employed in the Folding Carton or Maintenance Departments covered by a collective bargaining agreement between Walter G. Anderson Inc. and the PAC union becomes eligible to participate in the plan on the first day of the month following date of hire.

Benefit Service Frozen as of December 1, 2016. Measured in elapsed time from date of hire.

Normal Retirement
 Eligibility

Age 65.

Benefit

A monthly amount equal to years of benefit service, limited to 25, multiplied by an amount determined in connection with the date of termination of employment as follows:

Termination Date	Amount
Prior to 6/15/2005	\$15.88
6/15/2005–6/14/2006	\$16.88
6/15/2006–6/14/2009	\$17.88
6/15/2009–6/14/2011	\$19.00
6/15/2011–6/14/2012	\$19.80
6/15/2012–12/31/2012	\$20.20
1/1/2013–12/31/2013	\$20.60
On or after 1/1/2014	\$21.00

Early Retirement
 Eligibility

Age 55 and 10 years of vesting service.

Benefit

A monthly benefit equal to the normal retirement benefit reduced by 5% for each year (prorated for partial years) the early retirement precedes the normal retirement.

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Late Retirement
Eligibility

Retirement beyond normal retirement date of age 65.

Benefit

A monthly benefit equal to the accrued benefit based on service as of actual retirement date, but not less than the monthly benefit accrued as of the normal retirement increased by the factor in section 5.1(e)(2) of the plan document.

Vested Termination
Eligibility

Five years of vesting service.

Benefit

The accrued benefit at the date of termination.

Disability
Eligibility

Total and permanent disability after five years of vesting service.

Benefit

The accrued benefit based on benefit service at the date of disability, commencing immediately without reduction for early commencement.

Surviving Spouse
Eligibility

Five years of vesting service.

Benefit

A monthly benefit payable to the surviving spouse beginning at the employee's earliest retirement age equal to 50% of the amount payable if the participant had retired early with a 50% joint and survivor benefit.

Normal Form of Annuity
Without Spouse

Single life annuity.

With Spouse

50% joint and survivor annuity reduced to be equivalent to the retirement benefit payable for employee's lifetime. Participant receives reduced lifetime benefit and, in event of participant's death, 50% of reduced benefit continues to surviving spouse.

Optional Forms of Annuity

Single life annuity
5-year certain and life annuity
10-year certain and life annuity
15-year certain and life annuity
100% joint and survivor annuity
75% joint and survivor annuity
66⅔% joint and survivor annuity
50% joint and survivor annuity

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Actuarial Equivalence

7.50% and the 1983 Group Annuity Mortality Table (fixed blend of 50% male and 50% female).

Plan Changes Since the Prior Year

The valuations reflect the following plan changes:

- An update to the mortality rates for determining minimum lump sum payments under IRC section 417(e)(3) to the applicable rates for the current plan year.
- The legislated increase in the Section 401(a)(17) recognizable pay limit from \$270,000 for 2017 to \$275,000 for 2018.
- The legislated increase in the Section 415 dollar limits for defined benefit plans from \$215,000 for 2017 to \$220,000 for 2018.
- A special early retirement window for employees at West Monroe, Louisiana Beverage Carton Plant represented by Local 654 (RWH).
- Another opt-out period during 2017 for Appendix C of the Riverwood Hourly Subplan.

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, line 24—Change in Actuarial Assumptions

The funding valuation reflects the following non-prescribed assumption changes:

- A change in the optional payment form election percentage to better reflect anticipated future experience as the result of an assumption study.
- A change in the retirement rates for active participants and terminated vested participants to better reflect anticipated future experience as the result of an assumption study.
- A change in the withdrawal rates to better reflect anticipated future experience as the result of an assumption study.
- A change in the percent married and spouse age difference assumptions to better reflect anticipated future experience as the result of an assumption study.

In aggregate these assumption changes did not reduce the funding shortfall; as such, approval of the Commissioner is not required.