

PACE Industry Union-Management Pension Fund
REPORT OF SUMMARY PLAN INFORMATION
2012 Plan Year

In accordance with ERISA §104(d), the Trustees of the PACE Industry Union-Management Pension Fund are providing the following Report of Summary Plan Information to unions that represent Plan participants and employers obligated to contribute to the Plan.

Except as otherwise specified, all information in this Report pertains to the 2012 Plan Year.

I. Contribution Schedule and Benefit Formula Information.

Participating employers contribute amounts based upon the contribution rates that have been agreed to in their collective bargaining agreements with the sponsoring union and participation agreements with the Plan. The collective bargaining agreements and participation agreements require contributions to the Plan at fixed rates per hour. Such contributions are required to be remitted to the Plan monthly. No employee contributions are permitted.

The Plan is comprised of several programs that determine a participant's benefits as follows:

Programs A-G. Programs A-G provide for several different types of pension and other forms of benefits which are determined based on the participant's pension credits and benefit levels applicable to each participant. Programs A-G determine a participant's pension credit as follows:

Future Service Credit: Future service credit is based on hours of service in covered employment and generally includes all hours in covered employment which are paid by an employer. Subject to certain limitations, hours may also be credited for certain non-working periods.

Programs A, B, C, D, E & F: Participants receive one full year of future service credit for each calendar year in which they have at least 1,760 hours (effective January 1, 2011 this requirement increased to 2,040 hours) for which contributions are due from a contributing employer on their behalf. Participants may also receive a partial year of future service credit for calendar years in which they have less than 1,760 hours (effective January 1, 2011 this requirement increased to 2,040 hours).

Program G: Participants receive one full year of future service credit for each calendar year in which they have at least 1,800 hours (effective January 1, 2011 this requirement increased to 2,040 hours) for which contributions are due on their behalf. Participants may also receive a partial year of future service credit for calendar years in which they have less than 1,800 hours (effective January 1, 2011 this requirement increased to 2,040 hours).

Past Service Credit: Past service credit is pension credit for work performed before an employer started contributing to the Plan.

Programs A, B, C, D, E & F: Participants qualify for past service credit if they satisfy certain requirements. Subject to several restrictions, including type of eligible employment, participants may receive one year of past service credit for each calendar year in which they worked at least 1,200 hours in creditable employment. A partial year of past service credit for the calendar year in

which covered employment or creditable employment starts may also be received. Under Programs A, B and C, past service is available for both vesting and pension credit purposes; under Programs D, E and F, on or after January 1, 1999, it is available only for vesting purposes.

Program G: Participants qualify for past service credit if they satisfy certain requirements. Subject to several restrictions, including type of eligible employment, participants may receive one year of past service credit for each calendar year in which they worked at least 150 days.

For employees of employers that begin participating in the Fund on or after January 1, 2006, past service credit is limited to time worked at the facility for which the employer makes contributions to the Fund, subject to limitations as determined by the Fund's actuary.

Please see the attached Exhibit A for a list of benefit levels and accrual rates as of January 1, 2012.

2. Number of Contributing Employers.

For the plan year ending December 31, 2012, 135 employers were obligated to contribute to the Plan.

3. Employers Contributing More than 5%.

During the 2012 plan year, the employers listed below contributed more than 5% of total contributions to the Plan:

Georgia Pacific Corporation
Clearwater Paper Corporation
Domtar Corporation
Robert Wood Johnson University Hospital
Huhtamaki Americas Inc.
Rock-Tenn Company
Evergreen Packaging Inc.

4. Participants for Whom No Contributions Were Made.

The chart below sets out, for the 2012, 2011, and 2010 plan years, the number of participants with respect to whom no employer contributions were made by an employer as the participant's employer:

	2012 Plan Year	2011 Plan Year	2010 Plan Year
Participants	14,518	14,308	14,415

5. Plan Funding Status.

The Plan was certified in "critical" status (as defined by ERISA section 305) for the 2012 plan year.

(a) Steps Taken to Improve Funding Status.

The Fund has taken the following steps to improve its funding status:

The Fund was certified to be in Critical Status on March 31, 2010. The Board of Trustees sent a Notice of Critical Status, advising, in part, that (1) the Fund was in

Critical Status for the 2010 Plan Year and did not emerge from Critical Status: (2) suspended the payment of all non-level benefits previously available under the Plan, including lump sum benefits and employers participating in the Fund were obligated to pay a 5% contribution surcharge effective with respect to contributions owed for work performed on and after June 1, 2010, which increased to 10% on January 1, 2011.

As required by law, the Fund's Board of Trustees also adopted a Rehabilitation Plan, effective July 19, 2010. The Rehabilitation Plan contains a Schedule of increases in contributions and reductions in future benefits intended for the Fund to improve the Plan's funding status.

The Fund continued to be in Critical Status for the 2011 and 2012 Plan Years and Notices of Critical Status were sent accordingly. The Board of Trustees updated the Rehabilitation Plan for the 2011 and 2012 Plan Years as required by law. The Board of Trustees will continue to review the Fund's Rehabilitation Plan, including the Schedule, as required by law, and will update the Rehabilitation Plan as required by law to make adequate progress, to the extent reasonable based on financial markets activity and other relevant factors, toward enabling the Fund to emerge from critical status by the end of its rehabilitation period, or a later date or to forestall insolvency, if the Trustees determine, based on reasonable actuarial assumptions and upon the exhaustion of all reasonable measures, that the Fund cannot reasonably be expected to emerge from critical status by the end of its rehabilitation period.

(b) How to Obtain Information.

You may obtain a copy of the Rehabilitation Plan and the actuarial and financial data that demonstrate any action taken by the Plan toward fiscal improvement by submitting a written request to:

Plan Administrator
PACE Industry Union-Management Pension Fund
3320 Perimeter Hill Drive
Nashville, TN 37211-4123

6. Number of Employers That Withdrew in Preceding Plan Year.

During the 2011 plan year, 16 employers withdrew from the Plan.

As reported on the 2012 Form 5500, the actual or estimated amount of employer withdrawal liability assessed was \$37,499,446.

7. Transaction Information.

The Plan did not merge with another plan and did not receive a transfer of the assets and liabilities of any other plan during the 2012 plan year.

8. Amortization Extension or Shortfall Funding Method Information.

The Plan did not apply for or receive an amortization extension under ERISA §304(d) or Code §431(d) for the 2012 plan year. The Plan did not use the shortfall funding method (as described in ERISA §305) for the 2012 Plan Year.

9. Right to Additional Information.

Any contributing employer or participating union under the Plan may request from the Plan Administrator, in writing, a copy of the documents listed below, but not more than one time during any one 12-month period. The administrator may charge a reasonable amount to cover the cost of providing the document requested.

- The Plan's 2012 Form 5500.
- The Plan's Summary Plan Description.
- Any Summaries of Material Modification to the Plan.

20038588v1

EXHIBIT A

Effective January 1, 2012

**MONTHLY BENEFIT LEVELS AND
PENSION ACCRUAL RATES**

Shown by Employer
(subject to change by collective bargaining agreement ("CBA") and
standard form of agreement ("SFA"))

For Participants in Programs A, B, C, and G, Benefit Levels are listed in Columns A through D.
For Participants in Programs D, E, and F, Pension Accrual Rates are listed in columns A through D.

Benefit Levels and Accrual Rates listed below
are based on the following Assumptions:

For Pension Credit Earned Prior to January 1, 2011:
Programs A,B,C - Eligible for Benefit Level in Effect
Programs D,E,F - One Year Pension Credit for Calendar Year Under Rate in Effect
Program G - 50 Tenths of Pension Credit Under Benefit Level in Effect

For Pension Credit Earned On and After January 1, 2011:
All Programs - One Year Pension Credit for Calendar Year Under Rate in Effect

Employer Number	Company	Program	(A)	(B)	(C)	(D)
			Last Pension Accrual Rate or Benefit Level in effect on the last day of the CBA in effect on 12/31/2005	Pension Accrual Rate or Benefit Level in effect on the day after the expiration of CBA that expires on or after 1/1/2006, unless an amount shown in Column C	Pension Accrual Rate or Benefit Level in effect on the day after the expiration of CBA that expires on or after 1/1/2006, based on increased negotiated Contribution Rate	Pension Accrual Rate or Benefit Level as of 1/1/2012
0011	Acco International	A	\$40.19	\$30.14	\$40.19	\$40.19
0010	Advance Paper Box Co.	A	\$33.93	\$25.45	\$33.93	\$33.93
0722	AFT-NH	D	\$90.00	\$67.50	\$150.38	\$62.89
0023	Alpine Paper Box Company	A	\$14.01	\$10.51	\$14.01	\$14.01
0032	American Package Company Inc.	A	\$14.01	\$10.51	\$14.01	\$14.01
3145	American Valve & Hydrant Mfg. Co.	G	\$52.64	\$39.48	\$52.64	\$52.64
0049	Americana Art China Co.	A	\$8.35	\$6.26		\$6.26
0575	Americraft Carton, Inc.	A	\$27.50	\$20.63	\$27.50	\$27.50
0101	Appleton Papers	D	\$67.50	\$50.63	\$67.50	\$67.50
0101	Appleton Papers Inc	A	\$40.20	\$30.15	\$40.20	\$44.70
0087	Appleton Papers, Inc. - KCDC	A	\$16.00	\$12.00	\$16.00	\$16.00
0081	Aramark Uniform & Career Apparel, LLC	D			\$25.00	\$25.00
3008	Atlas Refinery Inc.	G	\$76.72	\$57.54	\$76.72	\$57.54
0118	Brick & Ballerstein Inc.	A	\$14.01	\$10.51	\$14.01	\$14.01
0146	Caraustar	D	\$30.00	\$22.50	\$41.76	\$41.76
2006	Carbide Industries LLC	D	\$90.00	\$67.50	\$94.55	\$94.55
0134	Cas Pack Corporation	A	\$14.00	\$10.50		\$10.50
0901	Catalyst Paper	A	\$50.33	\$37.75	\$51.33	\$52.33

0139	Cellucap Manufacturing Co.	A	\$30.00	\$22.50		\$22.50
0639	Certain Teed	A	\$29.00	\$21.75	\$30.00	\$31.00
3279	Chemcentral	G	\$3.97	\$2.98		\$2.98
0803	Clearwater Paper Corp.	A	\$100.00	\$75.00		\$75.00
0177	Climax Mfg Company	A	\$34.97	\$26.23	\$34.97	\$34.97
3236	Comforcare Care Center	G	\$22.40	\$16.80	\$22.40	\$22.40
0302	Commencement Bay Corrugated	A	\$41.00	\$30.75	\$41.00	\$55.00
0260	Connecticut Container Corp	A	\$25.00	\$18.75	\$27.00	\$28.00
0304	Continental Carbon	C	\$11.92	\$8.94		\$8.94
0305	Continental Carbon	D	\$23.67	\$17.75		\$17.75
0767	Covalence Specialty Materials	A	\$40.00	\$30.00	\$40.00	\$40.00
3271	Crowley Maritime - PAF5	G	\$84.00	\$63.00	\$84.00	\$115.06
0326	Datatel Res-Cyclogrphs Div	A	\$22.97	\$17.23	\$22.97	\$24.85
0330	Delta Containers, Inc.	A	\$21.75	\$16.31	\$22.75	\$25.75
0745	Domtar, Inc.	A	\$41.76	\$31.32	\$46.76	\$46.76
0752	Domtar, Inc.	A	\$41.76	\$31.32	\$46.76	\$46.76
0390	Evanite Fiber Corp.	A	\$48.00	\$36.00	\$48.00	\$51.00
0392	Evanite Fiber Corp.	A	\$47.40	\$35.55	\$47.40	\$50.40
0386	Evergreen Community Power Company	A			\$39.00	\$43.00
0329	Evergreen Packaging	B	\$24.34	\$18.26	\$24.34	\$24.34
0331	Evergreen Packaging	A	\$17.75	\$13.31	\$17.75	\$17.75
2001	Evergreen Packaging	E	\$34.19	\$25.64	\$34.19	\$34.19
2002	Evergreen Packaging	B	\$3.40	\$2.55	\$3.40	\$3.40
2002	Evergreen Packaging	E	\$39.08	\$29.31	\$39.08	\$39.08
2003	Evergreen Packaging	E	\$39.08	\$29.31	\$39.08	\$39.08
2003	Evergreen Packaging	B	\$3.40	\$2.55	\$3.40	\$3.40
0796	Fiber Mark	A	\$16.18	\$12.14		\$12.14
3157	Fiske Brothers Refining	G	\$117.60	\$88.20	\$117.60	\$118.30
0401	Flint Packaging	A	\$12.09	\$9.07	\$12.09	\$12.09
0396	Fonda/Hoffmaster	B	\$36.00	\$27.00	\$36.00	\$38.00
0439	General Fibre Products, Inc.	A	\$19.00	\$14.25	\$19.00	\$20.00
0050	Georgia Pacific	A	\$58.99	\$44.24	\$58.99	\$58.99
0052	Georgia Pacific	A	\$37.85	\$28.39		\$28.39
0055	Georgia Pacific	A	\$54.29	\$40.72	\$52.20	\$54.29
0566	Georgia Pacific	A	\$24.00	\$18.00	\$25.00	\$28.00
0568	Georgia Pacific - Clerical	A	\$30.80	\$23.10	\$30.80	\$30.80
0462	Georgia Pacific Corporation	A	\$43.33	\$32.50	\$43.33	\$43.33
3046	Glastic Company	G	\$56.00	\$42.00		\$42.00
0332	Graphic Packaging	A	\$32.35	\$24.26		\$24.26
0471	Graphic Packaging	A	\$34.97	\$26.23	\$34.97	\$34.97
3270	Greco Welding Supplies Inc	G	\$54.32	\$40.74	\$54.32	\$55.15
0398	Green Acres Manor	B	\$10.00	\$7.50	\$10.00	\$16.16
0965	Green Bay Pkg.	A	\$31.00	\$23.25	\$31.00	\$35.00
0282	Grelf	A	\$37.38	\$28.04	\$37.38	\$38.38
0726	Grelf	A	\$28.58	\$21.44	\$28.58	\$28.58
3185	Hanna Chemical Coatings	G	\$58.24	\$43.68		\$43.68
0515	Healthcare Services Group	A	\$6.52	\$4.89		\$4.89
0345	Hoffinger Ind. Doughboy Rec. Div.	A	\$17.75	\$13.31	\$18.04	\$19.04
0513	Huhtamaki	A	\$32.00	\$24.00	\$33.00	\$34.00
0516	Huhtamaki Consumer Packaging	A	\$30.00	\$22.50	\$30.00	\$32.00
0283	Huhtamaki Flexibles, Inc	A	\$33.50	\$25.13	\$33.50	\$35.50
0590	Huhtamaki Foodservice, Inc.	A	\$36.00	\$27.00		\$32.31
0592	Huhtamaki Retail Business Unit	A	\$37.00	\$27.75	\$38.00	\$40.00
0518	Idaho State AFL-CIO	D			\$100.00	\$100.00
0494	Imperial Paper Box Corporation	A	\$14.01	\$10.51	\$14.01	\$14.01
0548	Independent Workers Of North America	A	\$38.69	\$29.02		\$29.02
3182	Induron Protective Coatings	G	\$65.52	\$49.14	\$65.56	\$68.64
3151	Inergy Propane, LLC	G	\$78.40	\$58.80	\$79.00	\$79.00
0499	Inland Empire Paper Co	A	\$70.00	\$52.50	\$70.00	\$70.00
0612	Interface Solutions, Inc.	A	\$16.18	\$12.14	\$17.18	\$19.18
0650	International Paper	A	\$58.00	\$43.50	\$58.00	\$58.00
1051	International Paper	A	\$51.91	\$38.93	\$57.48	\$61.88
1053	International Paper	A	\$71.00	\$53.25	\$71.00	\$71.00
0520	Interstate Cont LLC	A	\$39.00	\$29.25	\$39.00	\$43.00

0511	Interstate Container Corp	A	\$26.00	\$19.50	\$26.00	\$27.00
0546	Ivex Corporation	A	\$29.87	\$22.40	\$29.87	\$37.78
3058	Kenrich Petrochemicals	G	\$142.80	\$107.10		\$131.97
3281	Kenrich Petrochemicals, Inc. - Clerical	G	\$122.08	\$91.56		\$109.37
0589	Key Container Corp	A	\$36.44	\$27.33	\$36.44	\$36.44
0591	Keyes Fibre	A	\$51.00	\$38.25		\$46.08
3146	Kinder Morgan Terminals Inc.	G	\$131.60	\$98.70	\$131.60	\$144.63
3183	King Soopers Inc.	G	\$123.20	\$92.40	\$123.20	\$123.20
0582	Kirks Automotive	A	\$16.97	\$12.73	\$16.97	\$16.97
0597	Knowlton Technologies, LLC	A	\$34.45	\$25.84	\$34.45	\$45.45
3198	Lakaton Refining Corp.	G	\$40.32	\$30.24	\$42.41	\$45.94
0646	Lincoln Paper & Tissue, LLC	A	\$43.90	\$32.93	\$43.90	\$45.23
0884	Ludlow Building Products, Inc.	A	\$32.61	\$24.46		\$24.46
0662	M & F Stringing, LLC	A	\$15.14	\$11.36		\$11.36
0474	Malarkey Roofing Company	A	\$56.25	\$42.19	\$56.25	\$59.25
0625	Massachusetts Container	A	\$26.50	\$19.88		\$19.88
3170	Mayo Clinic Health System - Austin	G	\$34.16	\$25.62	\$34.16	\$34.16
0708	Montebello Container Corporation	A	\$32.36	\$24.27		\$24.27
0544	Multi Packaging Solutions, Inc.	A	\$40.73	\$30.55		\$34.05
0713	Mylan Pharmaceutical	D	\$90.00	\$67.50	\$98.33	\$106.66
0744	New England Wooden Ware	A	\$31.50	\$23.63	\$31.50	\$34.50
0450	New York Folding Box	A	\$17.23	\$12.92	\$17.23	\$17.23
0723	Nicholas Galvanizing	A	\$11.42	\$8.57	\$11.42	\$13.44
0740	NP Computer Corp	A	\$34.45	\$25.84		\$25.84
3215	Nu-Pro Industries	G	\$8.96	\$6.72		\$6.72
3292	NYCOSH	G	\$117.12	\$87.84	\$117.12	\$117.12
3087	Ohmstede, Ltd.	G	\$31.92	\$23.94	\$32.22	\$32.22
3230	P. M. Northwest Inc.	G	\$43.12	\$32.34		\$32.34
0343	Pactiv Corporation	A	\$32.24	\$24.18		\$24.18
0779	Philmark Lithographics	A	\$20.00	\$15.00	\$20.00	\$20.00
0837	Porvane Doors Inc	A	\$17.23	\$12.92		\$17.01
0702	Pregis	F	\$25.50	\$19.13	\$32.43	\$53.22
0819	R & D Inc.	A	\$39.67	\$29.75	\$39.67	\$39.67
0828	R H E Container Co Inc	A	\$8.35	\$6.26		\$6.26
0814	R Sabee Co	A	\$30.28	\$22.71		\$22.71
3181	Reef Industries Inc	G	\$33.60	\$25.20	\$33.60	\$33.60
3149	Reese Enterprises Inc.	G	\$33.60	\$25.20	\$33.60	\$33.60
3253	Rhodla Inc.	G	\$56.00	\$42.00	\$57.12	\$57.12
0833	Roaring Spring Blank Book Company	A	\$27.50	\$20.63	\$30.50	\$36.74
0564	Robert Wood Johnson Hospital	A	\$38.17	\$28.63	\$38.17	\$38.17
0730	Rock Tenn	A	\$28.71	\$21.53	\$29.71	\$30.92
0792	Rock Tenn	A	\$33.00	\$24.75		\$33.00
0880	Rock Tenn	A	\$30.00	\$22.50		\$22.50
0911	Rock Tenn	A	\$27.20	\$20.40	\$27.20	\$30.20
0246	Rock Tenn Corp	A	\$36.00	\$27.00	\$36.00	\$38.00
0028	Rock-Tenn	A	\$31.39	\$23.54	\$32.39	\$34.39
0289	Rock-Tenn	A	\$35.50	\$26.63		\$36.97
0905	Rock-Tenn	A	\$50.64	\$37.98	\$50.79	\$52.79
0907	Rock-Tenn	A	\$33.93	\$25.45	\$34.83	\$37.53
0909	Rock-Tenn	A	\$36.02	\$27.02	\$37.02	\$40.02
0922	Rock-Tenn	A	\$30.00	\$22.50	\$31.15	\$31.15
0929	Rock-Tenn	A	\$33.76	\$25.32	\$34.76	\$36.76
0850	Ronpak, Inc.	A	\$20.32	\$15.24	\$20.36	\$22.58
0180	RTS Packaging, LLC	A	\$32.28	\$24.21	\$32.28	\$34.28
0887	Sebring Container	A	\$28.00	\$21.00	\$29.00	\$31.00
3189	Seneca Petroleum Co. Inc.	G	\$113.95	\$85.46	\$125.16	\$132.16
0987	Simpson Tacoma Kraft	D	\$100.00	\$75.00	\$100.00	\$100.00
0862	SLC Recycling Industry Inc	A	\$42.15	\$31.61	\$42.15	\$43.15
3112	Smead Manufacturing Co.	G	\$38.36	\$28.77	\$38.36	\$38.65
0886	Smith-Lustig Paper Box	A	\$28.57	\$21.43		\$21.43
0994	Swanson Industries	D	\$45.00	\$33.75	\$50.00	\$50.00
0986	Team Carriers, Inc.	E	\$18.26	\$13.70	\$22.21	\$32.73
0939	Tension Envelope	A	\$14.64	\$10.98	\$14.67	\$15.97
0804	Tetra Pak Carton Chilled, Inc.	A	\$34.00	\$25.50	\$36.00	\$42.00

3294	The Labor Institute, Inc.	G	\$140.00	\$105.00	\$140.00	\$140.00
0892	The Shelby Company	A	\$23.80	\$17.85	\$23.80	\$24.73
0949	Tincum Research Company	A	\$23.00	\$17.25	\$23.00	\$23.00
0997	Titan Converting	D			\$10.00	\$11.11
0335	U.S. Corrugated	A	\$28.00	\$21.00		\$21.00
1007	United Corstack, Inc.	A	\$39.00	\$29.25	\$39.00	\$43.00
0845	United Envelope, LLC	A	\$8.35	\$6.26	\$8.35	\$8.35
1010	Unity Graphics & Engraving	A	\$40.00	\$30.00	\$40.00	\$42.00
0980	USW Local 00318 Welfare Fund	A	\$31.84	\$23.88	\$31.84	\$31.84
1012	USW Local 00375	A	\$37.58	\$28.19		\$28.19
1005	USW Local 00676	D	\$18.00	\$13.50		\$13.50
0976	USW Local 00765	A	\$33.41	\$25.06	\$34.50	\$34.50
0844	USW Local 1-00243	C	\$3.40	\$2.55		\$3.40
3197	USW Local 13-1	G	\$86.24	\$64.68	\$87.26	\$89.44
3202	USW Local 13-423	G	\$56.00	\$42.00	\$58.18	\$59.75
0843	USW Local 4-00107	A	\$43.41	\$32.56	\$45.41	\$53.41
3071	USW Local 4-00149	G	\$60.67	\$45.50	\$61.91	\$61.91
3070	USW Local 6-507	G	\$24.08	\$18.06	\$24.08	\$18.06
3217	USW Local 7-00209	G	\$108.36	\$81.27	\$120.05	\$123.86
3276	USW Local 7-1, Inc.,	G	\$200.48	\$150.36	\$202.10	\$234.02
3144	USW Local 7-578	G	\$70.00	\$52.50	\$74.16	\$74.16
1008	USW Local 8-00957	D	\$90.00	\$67.50	\$98.33	\$106.66
3241	USW Local 8-591	G	\$57.96	\$43.47		\$43.47
3259	USW Local 8-675	G	\$140.00	\$105.00		\$105.00
1020	USW Local 9518	A	\$76.21	\$57.16	\$76.21	\$76.21
0034	W. G. Anderson, Inc.	A	\$13.05	\$9.79		\$9.79
1054	Welsh Gold Stampers/Am. Mtg. & Die	A	\$22.44	\$16.83		\$16.83
1071	Wunderlich Fibre Box Company	A	\$24.00	\$18.00	\$24.00	\$26.00