Changes to the Retirement Plan of International Paper Company Summary Plan Description (SPD)

This Summary of Material Modifications outlines changes to the Retirement Plan of International Paper Company effective January 1, 2015. The Summary of Material Modifications should be attached to your copy of the Summary Plan Description (SPD) and should be referenced when you review the SPD for an explanation of plan provisions.

Additional Optional Forms of Benefit Payments

**Pop-Up Joint and Survivor Annuity (50%, 75% or 100%)**

This option provides you with a reduced monthly benefit payable during your lifetime with your choice of 50 percent, 75 percent or 100 percent of your monthly benefit under this option to be paid to your joint annuitant, if surviving, upon your death. These payments then continue for the life of the joint annuitant named by you.

However, if your joint annuitant predeceases you, the monthly benefit payable to you shall be increased, beginning the month of your joint annuitant’s death, to the amount that would have been payable to you if the Single Life Annuity option had been elected on your Benefit Commencement Date.

If you are single when your benefit payments begin, you may choose anyone to be your joint annuitant.

If you are married when your benefit payments begin, you may choose to have your benefit paid in this optional form of payment, but your spouse’s written consent, witnessed by a notary public, must be obtained before the payment can be made in this form.

**Single Life Annuity with Level Income Option – Social Security Normal Retirement Age**

If you retire before the age at which full (unreduced) Social Security retirement benefits are payable, you may elect this level income option. This option provides increased monthly benefits until you reach the age at which full (unreduced) Social Security retirement benefits are payable and decreased monthly benefits after that time so that your combined income from the Plan and Social Security is relatively level throughout your retirement. Payments end upon your death.

This option is available only if the amount of your monthly benefit payable after the age at which full (unreduced) Social Security retirement benefits are payable is at least $20.

If you are single when your benefit payments begin, you may choose this optional form of payment.

If you are married when your benefit payments begin, you may choose to have your benefit paid in this optional form of payment, but your spouse’s written consent, witnessed by a notary public, must be obtained before the payment can be made in this form.

**Note** – Because the Pop-Up Joint and Survivor Annuity allows for an increased benefit in the event of the death of the Joint Annuitant, the monthly benefit at commencement is less than that offered under the regular Joint and Survivor Annuity.
Summary of Material Modifications

50 Percent Joint and Survivor Annuity with Level Income Option – Social Security Normal Retirement Age

If you retire before the age at which full (unreduced) Social Security retirement benefits are payable, you may elect a level income option (as described in the immediately preceding section) in an equivalent 50 percent joint and survivor form, with the payments to your joint annuitant after your death being 50 percent of the amount that would have been payable to you had you survived.

This option is only available if the amount of your monthly benefit payable after the age at which full (unreduced) Social Security retirement benefits are payable is at least $20.

If you are single when your benefit payments begin, you may choose this optional form of payment, and you may choose anyone as your joint annuitant.

If you are married when your benefit payments begin, you may choose to have your benefit paid in this optional form of payment, but your spouse’s written consent, witnessed by a notary public, must be obtained before the payment can be made in this form.

Elective Lump Sum Option

If you terminate employment on or after January 1, 2015, and the present value of your total benefit under the Plan is less than or equal to $25,000, you may request a lump sum payment of your benefit. A life annuity, or a 50 percent or 100 percent qualified joint and survivor benefit also is available.

If you are single when your benefit payments begin, you may choose this optional form of payment.

If you are married, you may choose to have your benefit paid in this optional form of payment, but your spouse’s written consent, witnessed by a notary public, must be obtained before the payment can be made in this form.