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| <div>Form 5500</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security<br/>Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Annual Return/Report of Employee Benefit Plan</div> <div>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).</div> <div>▶ Complete all entries in accordance with the instructions to the Form 5500.</div> | <div>OMB Nos. 1210-0110<br/>1210-0089</div> <div>2009</div> <div>This Form is Open to Public Inspection</div> |
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|                                                                                            |                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I                                                                                     | Annual Report Identification Information                                                                                                                                                                                                                                                                                     |
| For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009 |                                                                                                                                                                                                                                                                                                                              |
| A                                                                                          | This return/report is for: <div><div><input type="checkbox"/> a multiemployer plan;</div><div><input checked="" type="checkbox"/> a single-employer plan;</div><div><input type="checkbox"/> a multiple-employer plan; or</div><div><input type="checkbox"/> a DFE (specify) ____</div></div>                                |
| B                                                                                          | This return/report is: <div><div><input type="checkbox"/> the first return/report;</div><div><input checked="" type="checkbox"/> an amended return/report;</div><div><input type="checkbox"/> the final return/report;</div><div><input type="checkbox"/> a short plan year return/report (less than 12 months).</div></div> |
| C                                                                                          | If the plan is a collectively-bargained plan, check here. ▶ <input checked="" type="checkbox"/>                                                                                                                                                                                                                              |
| D                                                                                          | Check box if filing under: <div><div><input checked="" type="checkbox"/> Form 5558;</div><div><input type="checkbox"/> automatic extension;</div><div><input type="checkbox"/> the DFVC program;</div><div><input type="checkbox"/> special extension (enter description)</div></div>                                        |

|         |                                                                                                                                                                                                              |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part II | Basic Plan Information—enter all requested information                                                                                                                                                       |
| 1a      | Name of plan<br>GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D                                                                                                                                             |
| 1b      | Three-digit plan number (PN) ▶ 015                                                                                                                                                                           |
| 1c      | Effective date of plan<br>01/01/2005                                                                                                                                                                         |
| 2a      | Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>GRAHAM PACKAGING COMPANY, L.P.<br><br>2401 PLEASANT VALLEY ROAD<br>YORK, PA 17402 |
| 2b      | Employer Identification Number (EIN)<br>23-2786688                                                                                                                                                           |
| 2c      | Sponsor's telephone number<br>717-849-8500                                                                                                                                                                   |
| 2d      | Business code (see instructions)<br>326100                                                                                                                                                                   |

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

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

|           |                                                   |            |                                                              |
|-----------|---------------------------------------------------|------------|--------------------------------------------------------------|
| SIGN HERE | Filed with authorized/valid electronic signature. | 10/14/2010 | WILLIAM HENNESSEY                                            |
|           | 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                      |

**3a** Plan administrator's name and address (if same as plan sponsor, enter "Same")

GRAHAM PACKAGING COMPANY, L.P.

2401 PLEASANT VALLEY ROAD  
YORK, PA 17402**3b** Administrator's EIN

23-2786688

**3c** Administrator's telephone number

717-849-8500

**4** If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:**a** Sponsor's name**4b** EIN**4c** PN**5** Total number of participants at the beginning of the plan year**5**

1059

**6** Number of participants as of the end of the plan year (welfare plans complete only lines **6a**, **6b**, **6c**, and **6d**).**a** Active participants.....**6a**

921

**b** Retired or separated participants receiving benefits.....**6b**

0

**c** Other retired or separated participants entitled to future benefits.....**6c**

49

**d** Subtotal. Add lines **6a**, **6b**, and **6c**.....**6d**

970

**e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....**6e**

1

**f** Total. Add lines **6d** and **6e**.....**6f**

971

**g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....**6g**

455

**h** Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....**6h**

0

**7** Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....**7****8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2F 2G 2J 2K 2T 3H

**b** If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:**9a** Plan funding arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

**9b** Plan benefit arrangement (check all that apply)(1) ☐

Insurance

(2) ☐

Code section 412(e)(3) insurance contracts

(3) ☒

Trust

(4) ☐

General assets of the sponsor

**10** Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)**a Pension Schedules**(1) ☒**R** (Retirement Plan Information)(2) ☐**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary(3) ☐**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary**b General Schedules**(1) ☒**H** (Financial Information)(2) ☐**I** (Financial Information - Small Plan)(3) ☐**A** (Insurance Information)(4) ☒**C** (Service Provider Information)(5) ☒**D** (DFE/Participating Plan Information)(6) ☐**G** (Financial Transaction Schedules)

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>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                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2009                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                             |                                                                         |
|-------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| <div>A Name of plan</div> <div>GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D</div>                       | <div>B Three-digit plan number (PN)</div> <div>▶</div> <div>015</div>   |
|                                                                                                             |                                                                         |
| <div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>GRAHAM PACKAGING COMPANY, L.P.</div> | <div>D Employer Identification Number (EIN)</div> <div>23-2786688</div> |

Part I

Service Provider Information (see instructions)

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 |
| FID.INV.INST.OPS.CO.                                                                                       |
| 04-2647786                                                                                                 |

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

|                                                                                                            |
|------------------------------------------------------------------------------------------------------------|
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|                                                                                                            |

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|------------------------------------------------------------------------------------------------------------|
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|                                                                                                            |

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|------------------------------------------------------------------------------------------------------------|
| (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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| <b>(b)</b><br>Service Code(s) | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 64 37 65 60                   | RECORDKEEPER                                                                                             | 8275                                                                          | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                 |

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

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

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

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

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

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

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

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

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

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

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (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. |                                           |
| AF GROWTH OF AMER R5 - AMERICAN FUN<br><br>95-2566717               | 0.05%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                  | 60                                                                                                                                                                 | 0                                         |
| (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. |                                           |
| RAINIER SM/MID CAP - US BANCORP FUN<br><br>39-0281260               | 0.35%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN;       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:



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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              |                                               |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110                             |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>2009</b>                                   |
|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                              | <b>This Form is Open to Public Inspection</b> |

|                                                                                                          |                                                                          |            |
|----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------|------------|
| For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u> |                                                                          |            |
| <b>A</b> Name of plan<br><u>GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D</u>                         | <b>B</b> Three-digit plan number (PN) <span style="float:right">►</span> | <u>015</u> |
|                                                                                                          |                                                                          |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>GRAHAM PACKAGING COMPANY, L.P.</u>   | <b>D</b> Employer Identification Number (EIN)<br><br><u>23-2786688</u>   |            |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | <u>5936</u>           | <u>2549</u>     |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | <u>26979</u>          | <u>10295</u>    |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    | <u>679381</u>         | <u>578704</u>   |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | <u>683738</u>         | <u>588201</u>   |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | <u>200494</u>         | <u>158292</u>   |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | <u>5015498</u>        | <u>7134528</u>  |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |       | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|-------|-----------------------|-----------------|
| (1) Employer securities .....                                        | 1d(1) |                       |                 |
| (2) Employer real property .....                                     | 1d(2) |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | 1e    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | 1f    | 6612026               | 8472569         |

**Liabilities**

|                                                                           |    |   |   |
|---------------------------------------------------------------------------|----|---|---|
| <b>g</b> Benefit claims payable .....                                     | 1g |   |   |
| <b>h</b> Operating payables .....                                         | 1h |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | 1i |   |   |
| <b>j</b> Other liabilities .....                                          | 1j |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | 1k | 0 | 0 |

**Net Assets**

|                                                           |    |         |         |
|-----------------------------------------------------------|----|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | 1l | 6612026 | 8472569 |
|-----------------------------------------------------------|----|---------|---------|

**Part II Income and Expense Statement**

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

**Income****a Contributions:**

|                                                                                                            |          | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|----------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | 2a(1)(A) | 165446     |           |
| <b>(B)</b> Participants .....                                                                              | 2a(1)(B) | 826351     |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | 2a(1)(C) |            |           |
| (2) Noncash contributions .....                                                                            | 2a(2)    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | 2a(3)    |            | 991797    |

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

|                                                                                                      |          |       |       |
|------------------------------------------------------------------------------------------------------|----------|-------|-------|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | 2b(1)(A) | 1889  |       |
| <b>(B)</b> U.S. Government securities .....                                                          | 2b(1)(B) |       |       |
| <b>(C)</b> Corporate debt instruments .....                                                          | 2b(1)(C) |       |       |
| <b>(D)</b> Loans (other than to participants) .....                                                  | 2b(1)(D) |       |       |
| <b>(E)</b> Participant loans .....                                                                   | 2b(1)(E) | 42797 |       |
| <b>(F)</b> Other .....                                                                               | 2b(1)(F) |       |       |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | 2b(1)(G) |       | 44686 |

|                                                                                           |          |        |        |
|-------------------------------------------------------------------------------------------|----------|--------|--------|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | 2b(2)(A) |        |        |
| <b>(B)</b> Common stock .....                                                             | 2b(2)(B) |        |        |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | 2b(2)(C) | 167356 |        |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | 2b(2)(D) |        | 167356 |

|                 |       |  |  |
|-----------------|-------|--|--|
| (3) Rents ..... | 2b(3) |  |  |
|-----------------|-------|--|--|

|                                                                                           |          |  |  |
|-------------------------------------------------------------------------------------------|----------|--|--|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | 2b(4)(A) |  |  |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | 2b(4)(B) |  |  |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | 2b(4)(C) |  |  |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            |           |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 11280     |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 1423630   |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            |           |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 2638749   |

**Expenses**

|                                                                                            |              |        |        |
|--------------------------------------------------------------------------------------------|--------------|--------|--------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 770493 |        |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |        |        |
| (3) Other .....                                                                            | <b>2e(3)</b> |        |        |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |        | 770493 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |        | 946    |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |        | -1536  |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |        |        |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |        |        |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |        |        |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |        |        |
| (4) Other .....                                                                            | <b>2i(4)</b> | 8303   |        |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |        | 8303   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |        | 778206 |

**Net Income and Reconciliation**

|                                                                               |              |  |         |
|-------------------------------------------------------------------------------|--------------|--|---------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 1860543 |
| <b>l</b> Transfers of assets:                                                 |              |  |         |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |         |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |         |

**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: DELOITTE & TOUCHE

(2) EIN: 13-3891517

**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 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> 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.).....                 |     | X  |          |
| <b>b</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.)..... |     | X  |          |
| <b>c</b> 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  |          |
| <b>d</b> 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  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 15000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> 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  |          |
| <b>h</b> 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  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> 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  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |          |
| <b>n</b> 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. ....                                                                                                                        |     | X  |          |

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

- 5b** If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

| 5b(1) Name of plan(s) | 5b(2) EIN(s) | 5b(3) PN(s) |
|-----------------------|--------------|-------------|
|                       |              |             |
|                       |              |             |
|                       |              |             |
|                       |              |             |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2009</b><br><br><b>This Form is Open to Public Inspection.</b> |
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For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009

|                                                                                                        |                                                                    |
|--------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D</u>                       | <b>B</b> Three-digit plan number (PN) ▶<br><u>015</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>GRAHAM PACKAGING COMPANY, L.P.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>23-2786688</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

All references to distributions relate only to payments of benefits during the plan year.

|                                                                                                                                                                                                                                                                    |          |          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u> |
| <b>2</b> 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):<br><br>EIN(s): <u>04-6568107</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                                   |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (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) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                                                                                                                                                                                             |                              |                             |                              |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| If the plan is a defined benefit plan, go to line 8.                                                                                                                                                                                                                                                                                                        |                              |                             |                              |
| <b>5</b> 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 _____<br>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule. |                              |                             |                              |
| <b>6 a</b> Enter the minimum required contribution for this plan year .....                                                                                                                                                                                                                                                                                 | <b>6a</b>                    |                             |                              |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year .....                                                                                                                                                                                                                                                                  | <b>6b</b>                    |                             |                              |
| <b>c</b> 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).....                                                                                                                                                                                                             | <b>6c</b>                    |                             |                              |
| If you completed line 6c, skip lines 8 and 9.                                                                                                                                                                                                                                                                                                               |                              |                             |                              |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline? .....                                                                                                                                                                                                                                                          | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |
| <b>8</b> If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....                                                                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No | <input type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                              |                              |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....                                                       | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                    | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.) ..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                               | <input type="checkbox"/> Yes | <input type="checkbox"/> No |

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

Schedule R (Form 5500) 2009  
v.092308.1

**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 items 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 items 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 items 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 items 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 items 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 items 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</b> If item 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers ..... | <b>16b</b> |  |

- 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 items (a) through (c)

**a** Enter the percentage of plan assets held as:  
 Stock: \_\_\_\_\_% Investment-Grade Debt: \_\_\_\_\_% High-Yield Debt: \_\_\_\_\_% Real Estate: \_\_\_\_\_% Other: \_\_\_\_\_%

**b** Provide the average duration of the combined investment-grade and high-yield debt:  
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate item 19(b)?  
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): \_\_\_\_\_

# Graham Packaging Group Retirement Savings Plan

Financial Statements as of and for the  
Years Ended December 31, 2009 and 2008,  
Supplemental Schedule as of December 31, 2009,  
and Independent Auditors' Report

# GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN

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## INDEPENDENT AUDITORS' REPORT

To the Trustees and Participants in the  
Graham Packaging Group Retirement  
Savings Plan:

We were engaged to audit the financial statements and supplemental schedule of Graham Packaging Group Retirement Savings Plan (the "Plan") as of December 31, 2009 and 2008, and for the years then ended, as listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2009 and 2008, provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and we do not express, an opinion on the accompanying financial statements and supplemental schedule taken as a whole. The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

*Deloitte & Touche LLP*

October 5, 2010

## GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN

### STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2009 AND 2008

(In thousands)

|                                                                                                   | 2009              | 2008             |
|---------------------------------------------------------------------------------------------------|-------------------|------------------|
| ASSETS:                                                                                           |                   |                  |
| Investments (at fair value):                                                                      |                   |                  |
| Participant-directed investments                                                                  | \$ 113,868        | \$ 83,730        |
| Participant loans                                                                                 | <u>3,913</u>      | <u>3,732</u>     |
| Total investments (at fair value)                                                                 | <u>117,781</u>    | <u>87,462</u>    |
| Receivables:                                                                                      |                   |                  |
| Participant contributions                                                                         | 137               | 267              |
| Employer contributions                                                                            | <u>146</u>        | <u>281</u>       |
| Total receivables                                                                                 | <u>283</u>        | <u>548</u>       |
| ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE —                                                     | 118,064           | 88,010           |
| Adjustment from fair value to contract value for fully<br>benefit-responsive investment contracts | <u>58</u>         | <u>145</u>       |
| ASSETS AVAILABLE FOR BENEFITS                                                                     | <u>\$ 118,122</u> | <u>\$ 88,155</u> |

See notes to financial statements.

## GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN

### STATEMENTS OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

(In thousands)

|                                                      | 2009              | 2008             |
|------------------------------------------------------|-------------------|------------------|
| ADDITIONS:                                           |                   |                  |
| Contributions:                                       |                   |                  |
| Participants                                         | \$ 8,677          | \$ 9,219         |
| Employer                                             | <u>7,239</u>      | <u>8,080</u>     |
| Total contributions                                  | <u>15,916</u>     | <u>17,299</u>    |
| Investment income (loss):                            |                   |                  |
| Net increase (decrease) in fair value of investments | 20,665            | (43,849)         |
| Interest and dividends                               | 1,940             | 3,377            |
| Loan interest                                        | <u>259</u>        | <u>295</u>       |
| Total investment income (loss)                       | <u>22,864</u>     | <u>(40,177)</u>  |
| Total contributions and investment income (loss)     | <u>38,780</u>     | <u>(22,878)</u>  |
| DEDUCTIONS:                                          |                   |                  |
| Benefit payments and withdrawals                     | (8,758)           | (11,113)         |
| Administrative expenses                              | <u>(55)</u>       | <u>(61)</u>      |
| Total deductions                                     | <u>(8,813)</u>    | <u>(11,174)</u>  |
| INCREASE (DECREASE) IN ASSETS AVAILABLE FOR BENEFITS | 29,967            | (34,052)         |
| ASSETS AVAILABLE FOR BENEFITS:                       |                   |                  |
| Beginning of year                                    | <u>88,155</u>     | <u>122,207</u>   |
| End of year                                          | <u>\$ 118,122</u> | <u>\$ 88,155</u> |

See notes to financial statements.

# GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN

## NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008

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### 1. DESCRIPTION OF THE PLAN

The following description of the Graham Packaging Group Retirement Savings Plan (“Plan” or the “Plan”) is provided for general information purposes only. Participants should refer to the Plan document for more complete information.

**General** — The Plan is a defined contribution plan under which non-union employees and certain union employees from Graham Packaging Company, Graham Recycling Company, Graham Packaging Plastic Products Inc. and Graham Packaging PET Technologies (the “Companies”) are eligible the first day of the month after 90 days of employment. Participant’s benefits are based solely on the amounts contributed to such participant’s account (“account”) and any investment income, gains and losses that may be allocated to such account. The Pension Committee of the Companies controls and manages the operation and administration of the Plan. Fidelity Management Trust Company N.A. serves as the trustee of the Plan. The Plan is subject to the Employee Retirement Income Security Act of 1974, (ERISA).

**Contributions** — Each year, participants may contribute up to 60% of their pretax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code (IRC) limitations, which were \$16,500 in 2009 and \$15,500 in 2008. Participants who are or will turn 50 years of age during the Plan year are eligible to make catch-up contributions, which is any elective deferral in excess of the statutory limits. Starting in 2007 the Companies began making a non-elective safe harbor contribution of 3.0% for all eligible employees. Additional amounts may be contributed at the discretion of the Companies’ board of directors. No such additional discretionary contributions were made for the years ended December 31, 2009 and 2008. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

**Participant Accounts** — Individual accounts are maintained for each Plan participant. Each participant’s account is credited with the participant’s contribution, the Companies’ matching contributions, the safe harbor contribution, allocations of any Companies’ discretionary contributions and Plan earnings, and charged with withdrawals and an allocation of Plan losses. The respective Company’s matching contribution varies based on employee group. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

**Investments** — Participants direct the investment of their contributions and the Companies’ contributions into various investment options offered by the Plan. As of December 31, 2009, the Plan offers 30 mutual funds, including one stable value fund.

**Vesting and Forfeitures** — Participants’ contributions and the Companies’ safe harbor contributions into the Plan are, at all times, fully vested and nonforfeitable. A participant vests 100% in the employer matching contributions upon completion of the third year of service. If employment is terminated prior to completion of the third year, then the employer’s contributions are forfeited. Forfeitures are retained in the Plan and used to reduce future employer contributions. The Companies reserve the right to terminate the Plan at any time. Upon Plan termination, the participants’ interests remain fully vested and nonforfeitable.

During the years ended December 31, 2009 and 2008, employer contributions were reduced by \$33,704 and \$86,249, respectively, from forfeited nonvested accounts. At December 31, 2009 and 2008, forfeited nonvested accounts totaled \$84,478 and \$71,102, respectively. These accounts will be used to reduce future employer contributions.

**Participant Loans** — Participants may borrow, from their individual accounts, a minimum of \$1,000 and up to a maximum of \$50,000 or 50% of their vested account balance, not including the Companies' contribution, whichever is less. The loans are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined monthly by the Plan administrator. Principal and interest is paid ratably through payroll deductions. Participant loans, which are included within investments, totaled \$3,913,241 and \$3,732,499 as of December 31, 2009 and 2008, respectively.

**Payment of Benefits** — Participants (or their beneficiaries in the case of death during active employment) are entitled to 100% of the value of their participant account upon their retirement, death during active employment or total disability. A participant who terminates employment prior to such an event is entitled to the vested value of the participant account. Distributions will be payable at the request of participants (or their beneficiaries in the case of death during active employment) in a lump sum. If a participant dies after termination, a distribution of the vested portion of the deceased participant's account, if any, shall be made to the designated beneficiary. The beneficiary may elect to defer such benefits until the date the participant would have been required to receive benefits, up to a period not greater than the end of the fifth calendar year after the participant's death.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

**Basis of Accounting** — The accompanying financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America ("GAAP").

**Use of Estimates** — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

**Risks and Uncertainties** — The Plan invests in mutual funds that, in turn, invest in securities including U.S. Government securities, corporate debt instruments, and corporate stocks. Investment securities, in general, are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statement of assets available for benefits.

**Investment Valuation and Income Recognition** — The Plan's investments are stated at fair value as of December 31, 2009. Shares of mutual funds are valued at quoted market prices, which represent the asset value of shares held by the Plan at year end. Common collective trust funds are stated at fair value as determined by the issuer of the common/collective trust funds based on the fair market value of the underlying investments. Common collective trust funds with underlying investments in investment contracts are valued at fair market value of the underlying investments and then adjusted by the issuer to contract value. Loans are valued at the outstanding loan balances, which approximates their fair value.

The Managed Income Portfolio is a stable value fund that is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans. The fund may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and

other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

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.

Management fees and operating expenses charged to the Plan for investments in the mutual funds are deducted from income earned on a daily basis and are not separately reflected. Consequently, management fees and operating expenses are reflected as a reduction of investment return for such investments.

**Administrative Expenses** — Administrative expenses of the Plan are paid by the Plan as provided in the Plan document.

**Excess Contributions Payable** — The Plan is required to return contributions received during the Plan year in excess of the IRC limits. There were no excess contributions for the 2009 and 2008 Plan year.

**New Accounting Pronouncements** — The accounting standards adopted in the 2009 financial statements described below affected certain note disclosures but did not impact the statements of assets available for benefits or the statements of changes of assets available for benefits.

**Accounting Standards Codification** — In June 2009, the Financial Accounting Standards Board (“FASB”) issued guidance under Accounting Standards Codification (“ASC”) 105, *Generally Accepted Accounting Principles* (formerly Statement of Financial Accounting Standards (“SFAS”) 168, *FASB Accounting Standards Codification and the Hierarchy of Generally Accepted Accounting Principles*). This guidance establishes the ASC as the single source of authoritative nongovernmental GAAP, superseding existing pronouncements published by the FASB, American Institute of Certified Public Accountants, Emerging Issues Task Force and other accounting bodies. This guidance establishes only one level of authoritative GAAP. All other accounting literature will be considered non-authoritative. The ASC reorganizes the GAAP pronouncements into accounting topics and displays them using a consistent structure. This guidance was effective for financial statements issued after September 15, 2009.

**Fair Value Measurements** — The Plan adopted the guidance under ASC 820, *Fair Value Measurements and Disclosures* (formerly SFAS 157, *Fair Value Measurements*) on January 1, 2008. This guidance establishes a single authoritative definition of fair value, sets out a framework to classify the source of information used in fair value measurements, identifies additional factors that must be disclosed about assets and liabilities measured at fair value based on their placement in the new framework and modifies the long-standing accounting presumption that the transaction price of an asset or liability equals its initial fair value (see Note 3).

**Updates to Fair Value Measurements and Disclosures** — In 2009, FASB Staff Position 157-4, *Disclosures Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP), was issued prospectively and later codified into ASC 820, which expanded disclosures and required that major category for debt and equity securities in the fair value hierarchy table be determined on the basis of the nature and risks of the investments. Refer to Note 3 for expanded disclosures which conform to this guidance.

**Subsequent Events** — In May 2009, the FASB issued ASC 855 (originally issued as FASB Statement No. 165, *Subsequent Events*) to establish general standards of accounting for and disclosing events that occur after the balance sheet date, but prior to the issuance of financial statements and is effective for periods ending after June 15, 2009. The Plan's management has evaluated subsequent events that have occurred after the financial statement date but before the financial statements were available to be issued, which the Company considers to be the date of filing. The Plan's management has concluded that no events or transactions have occurred that would require adjustments to, or disclosure in, its financial statements.

**New Accounting Standards to Be Adopted** — In January 2010, the FASB issued Accounting Standards Update No. 2010-06, *Fair Value Measurements and Disclosures* ("ASU No. 2010-06"), which amends ASC 820, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 is effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which will be effective for fiscal years beginning after December 15, 2010. The Plan is currently evaluating the impact ASU No. 2010-06 will have on the financial statements.

On September 16, 2010, the Financial Accounting Standards Board (FASB) approved for issuance the FASB ASU on *Reporting Loans to Participants by Defined Contribution Pension Plans*, which is effective for plan years ending after December 15, 2010. The new standard will now require that participant loans be classified as notes receivable for GAAP purposes and measured at unpaid principal balance plus accrued but unpaid interest. Currently these participant loans are classified as plan investments, and are subject to the fair value measurement and disclosure requirements of FASB ASC 820, *Fair Value Measurements and Disclosures*. Adopting this new standard will eliminate the need to calculate fair values and present disclosures for these loans in accordance with FASB ASC 820. The Plan is currently evaluating the impact on the financial statements.

### 3. FAIR VALUE MEASUREMENTS

On January 1, 2008, the Plan adopted ASC 820 and subsequently adopted all applicable amendments. ASC 820 defines fair value as the price that would be received from selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. When determining the fair value measurements for assets and liabilities required to be recorded at fair value, the Plan considers the principal or most advantageous market in which it would transact and considers assumptions that market participants would use when pricing the asset or liability, such as inherent risk, transfer restrictions and risk of nonperformance.

ASC 820 also establishes a fair value hierarchy that requires the Plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. A financial instrument's categorization within the fair value hierarchy is based upon the lowest level of input that is significant to the fair value measurement. ASC 820 establishes three levels of inputs that may be used to measure fair value:

*Level 1* — Quoted prices in active markets for identical assets or liabilities;

*Level 2* — Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities; or

*Level 3* — Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

**Investments Measured at Fair Value on a Recurring Basis** — Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2009 (in thousands):

Level 1:

Mutual Funds:

|                                                       |          |
|-------------------------------------------------------|----------|
| Fidelity Puritan Fund                                 | \$ 7,313 |
| Fidelity Magellan Fund                                | 9,216    |
| Fidelity Investment Grade Bond Fund                   | 5,435    |
| Fidelity Capital & Income Fund                        | 2,305    |
| Fidelity Value Fund                                   | 2,925    |
| Fidelity Capital Appreciation                         | 2,080    |
| Fidelity Disciplined Equity Fund                      | 2,637    |
| Fidelity Low-Priced Stock Fund                        | 2,204    |
| Fidelity Retirement Government Money Market Portfolio | 12,927   |
| Fidelity Large Capital Value                          | 2,743    |
| Fidelity Diversified International Fund               | 9,479    |
| Fidelity Spartan U.S. Equity Index Fund               | 6,659    |
| Fidelity Small Cap Independent Fund                   | 743      |
| Fidelity Small Cap Stock Fund                         | 1,979    |
| Rainier Small Mid Capital Fund                        | 4,977    |
| Fidelity Short Term Bond Fund                         | 664      |
| Fidelity Freedom Income                               | 467      |
| Fidelity Freedom 2000                                 | 174      |
| Fidelity Freedom 2010                                 | 2,340    |
| Fidelity Freedom 2020                                 | 5,217    |
| Fidelity Freedom 2030                                 | 4,297    |
| Fidelity Freedom 2040                                 | 2,102    |
| Fidelity Freedom 2005                                 | 273      |
| Fidelity Freedom 2015                                 | 2,968    |
| Fidelity Freedom 2025                                 | 4,285    |
| Fidelity Freedom 2035                                 | 2,608    |
| Fidelity Freedom 2045                                 | 776      |
| Fidelity Freedom 2050                                 | 420      |
| AF Growth of America Fund                             | 10,527   |

Level 2:

Stable Value Fund —

|                                        |       |
|----------------------------------------|-------|
| Fidelity Managed Income Portfolio Fund | 3,128 |
|----------------------------------------|-------|

Level 3:

|                   |              |
|-------------------|--------------|
| Participant loans | <u>3,913</u> |
|-------------------|--------------|

|       |                   |
|-------|-------------------|
| Total | <u>\$ 117,781</u> |
|-------|-------------------|

The Plan's valuation techniques used to measure fair values of mutual funds were derived from quoted market prices as substantially all of these instruments have active markets. The participant loans are carried at their outstanding principal balance, which approximates fair value. The valuation technique used to measure the fair value of the common/collective trust fund is included in Note 2.

The table below sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2009 (in thousands):

|                                             | <b>Assets<br/>Participant<br/>Loans</b> |
|---------------------------------------------|-----------------------------------------|
| Balance — January 1, 2009                   | \$ 3,732                                |
| Issuances, repayments and settlements — net | <u>181</u>                              |
| Balance — December 31, 2009                 | <u>\$ 3,913</u>                         |

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2008 (in thousands):

Level 1:

Mutual Funds:

|                                                       |          |
|-------------------------------------------------------|----------|
| Fidelity Puritan Fund                                 | \$ 5,441 |
| Fidelity Magellan Fund                                | 7,039    |
| Fidelity Investment Grade Bond Fund                   | 4,922    |
| Fidelity Capital & Income Fund                        | 1,249    |
| Fidelity Value Fund                                   | 1,878    |
| Fidelity Capital Appreciation                         | 1,377    |
| Fidelity Disciplined Equity fund                      | 1,831    |
| Fidelity Low-Priced Stock Fund                        | 1,376    |
| Fidelity Retirement Government Money Market Portfolio | 13,157   |
| Fidelity Large Capital Value                          | 2,185    |
| Fidelity Diversified International Fund               | 6,403    |
| Fidelity Spartan U.S. Equity Index Fund               | 4,182    |
| Fidelity Small Cap Independent Fund                   | 448      |
| Fidelity Small Cap Stock Fund                         | 868      |
| Rainier Small Mid Capital Fund                        | 3,572    |
| Fidelity Short Term Bond Fund                         | 1,032    |
| Fidelity Freedom Income                               | 334      |
| Fidelity Freedom 2000                                 | 113      |
| Fidelity Freedom 2010                                 | 2,173    |
| Fidelity Freedom 2020                                 | 3,486    |
| Fidelity Freedom 2030                                 | 2,665    |
| Fidelity Freedom 2040                                 | 1,169    |
| Fidelity Freedom 2005                                 | 183      |
| Fidelity Freedom 2015                                 | 2,229    |
| Fidelity Freedom 2025                                 | 2,805    |
| Fidelity Freedom 2035                                 | 1,518    |
| Fidelity Freedom 2045                                 | 316      |
| Fidelity Freedom 2050                                 | 159      |
| AF Growth of America Fund                             | 6,931    |

Level 2:

Stable Value Fund —

|                                        |       |
|----------------------------------------|-------|
| Fidelity Managed Income Portfolio Fund | 2,689 |
|----------------------------------------|-------|

Level 3:

|                   |              |
|-------------------|--------------|
| Participant loans | <u>3,732</u> |
|-------------------|--------------|

|       |                  |
|-------|------------------|
| Total | <u>\$ 87,462</u> |
|-------|------------------|

The table below sets forth a summary of changes in fair value of the Plan's level 3 assets for the year ended December 31, 2008 (in thousands):

|                                             | <b>Level 3<br/>Assets<br/>Participant<br/>Loans</b> |
|---------------------------------------------|-----------------------------------------------------|
| Balance — January 1, 2008                   | \$ 3,929                                            |
| Issuances, repayments and settlements — net | <u>(197)</u>                                        |
| Balance — December 31, 2008                 | <u>\$ 3,732</u>                                     |

#### 4. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of and for the years ended December 31, 2009 and 2008, included in the Plan's financial statements and supplemental schedules, that were prepared by or derived from information prepared by Fidelity Management Trust Company, 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 (in thousands).

|                                                                                                | 2009              |   | 2008               |   |
|------------------------------------------------------------------------------------------------|-------------------|---|--------------------|---|
| Fidelity Puritan Fund                                                                          | \$ 7,313          | * | \$ 5,441           | * |
| Fidelity Magellan Fund                                                                         | 9,216             | * | 7,039              | * |
| Fidelity Investment Grade Bond Fund                                                            | 5,435             |   | 4,922              | * |
| Fidelity Capital & Income Fund                                                                 | 2,305             |   | 1,249              |   |
| Fidelity Value Fund                                                                            | 2,925             |   | 1,878              |   |
| Fidelity Capital Appreciation Fund                                                             | 2,080             |   | 1,377              |   |
| Fidelity Disciplined Equity Fund                                                               | 2,637             |   | 1,831              |   |
| Fidelity Low-Priced Stock Fund                                                                 | 2,204             |   | 1,376              |   |
| Fidelity Retirement Government Money Market Portfolio                                          | 12,927            | * | 13,157             | * |
| Fidelity Large Capital Value Fund                                                              | 2,743             |   | 2,185              |   |
| Fidelity Diversified International Fund                                                        | 9,479             | * | 6,403              | * |
| Fidelity Spartan U.S. Equity Index Fund                                                        | 6,659             | * | 4,182              |   |
| Fidelity Small Cap Independent Fund                                                            | 743               |   | 448                |   |
| Fidelity Small Cap Stock Fund                                                                  | 1,979             |   | 868                |   |
| Rainier Small Mid Capital Fund                                                                 | 4,977             |   | 3,572              |   |
| Fidelity Short Term Bond Fund                                                                  | 664               |   | 1,032              |   |
| Fidelity Managed Income Portfolio Fund                                                         | 3,128             |   | 2,689              |   |
| Fidelity Freedom Income Fund                                                                   | 467               |   | 334                |   |
| Fidelity Freedom 2000                                                                          | 174               |   | 113                |   |
| Fidelity Freedom 2010                                                                          | 2,340             |   | 2,173              |   |
| Fidelity Freedom 2020                                                                          | 5,217             |   | 3,486              |   |
| Fidelity Freedom 2030                                                                          | 4,297             |   | 2,665              |   |
| Fidelity Freedom 2040                                                                          | 2,102             |   | 1,169              |   |
| Fidelity Freedom 2005                                                                          | 273               |   | 183                |   |
| Fidelity Freedom 2015                                                                          | 2,968             |   | 2,229              |   |
| Fidelity Freedom 2025                                                                          | 4,285             |   | 2,805              |   |
| Fidelity Freedom 2035                                                                          | 2,608             |   | 1,518              |   |
| Fidelity Freedom 2045                                                                          | 776               |   | 316                |   |
| Fidelity Freedom 2050                                                                          | 420               |   | 159                |   |
| AF Growth of America Fund                                                                      | 10,527            | * | 6,931              | * |
| Participant Loans                                                                              | 3,913             |   | 3,732              |   |
| Investments at fair value — including participant loans                                        | <u>\$ 117,781</u> |   | <u>\$ 87,462</u>   |   |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | <u>\$ 58</u>      |   | <u>\$ 145</u>      |   |
| Statement of changes in assets — investment income:                                            |                   |   |                    |   |
| Interest and dividends (including loan interest)                                               | <u>\$ 2,199</u>   |   | <u>\$ 3,672</u>    |   |
| Net increase (decrease) in fair value of instruments (mutual funds)                            | <u>\$ 20,665</u>  |   | <u>\$ (43,849)</u> |   |

Supplemental Schedule: All investment balances and information included in the schedule.

\* Represents 5% or more of plan's assets available for benefits.

## 5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by affiliates of Fidelity Management Trust Company. Fidelity Management Trust Company is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund.

## 6. PLAN TERMINATION

Although it has not expressed any intention to do so, the Companies have the right under the Plan to discontinue their contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, participants would become 100% vested in their accounts.

## 7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Companies by a letter dated July 1, 2005, that the Plan and related trust were designed in accordance with the applicable regulations of the IRC. The Plan has been amended since receiving the determination letter; however, the Companies and Plan management believe that the Plan is currently designed and 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.

## 8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the total assets per the Form 5500 as of December 31, 2009 and 2008, and the increase (decrease) in assets per the financial statements to the net income (loss) per the Form 5500 for the year ended December 31, 2009 and 2008, is as follows:

|                                                                                               | 2009              | 2008               |
|-----------------------------------------------------------------------------------------------|-------------------|--------------------|
| Assets available for benefits per financial statements                                        | \$ 118,122        | \$ 88,155          |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | <u>(58)</u>       | <u>(145)</u>       |
| Assets available for benefits per Form 5500, Schedule H, Part I (Line L)                      | <u>\$ 118,064</u> | <u>\$ 88,010</u>   |
| Statements of changes in assets available for benefits:                                       |                   |                    |
| Increase (decrease) in assets available for benefits                                          | \$ 29,967         | \$ (34,052)        |
| Adjustment from contract value to fair value for fully benefit-responsive investment contract | <u>87</u>         | <u>(135)</u>       |
| Total net income (loss) per Form 5500, Schedule H, Part II (line 2j)                          | <u>\$ 30,054</u>  | <u>\$ (34,187)</u> |

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULE**

**GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN**

EIN 23-2786688

PN 011

**FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS**
**(HELD AT END OF YEAR) (UNAUDITED)**
**AS OF DECEMBER 31, 2009**
**(In thousands)**

| (a) | (b) Identity of Issue, Borrower, Lessor, or Similar Party | (c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value | (d) Cost ** | (e) Current Value |
|-----|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|-------------|-------------------|
|     | * Fidelity Puritan Fund                                   | Bonds and equities mutual fund                                                                                  | **          | \$ 7,313          |
|     | * Fidelity Magellan Fund                                  | Equities mutual fund                                                                                            | **          | 9,216             |
|     | * Fidelity Investment Grade Bond Fund                     | Bond mutual fund                                                                                                | **          | 5,435             |
|     | * Fidelity Capital & Income Fund                          | Equities mutual fund                                                                                            | **          | 2,305             |
|     | * Fidelity Value Fund                                     | Equities mutual fund                                                                                            | **          | 2,925             |
|     | * Fidelity Capital Appreciation                           | Equities mutual fund                                                                                            | **          | 2,080             |
|     | * Fidelity Disciplined Equity Fund                        | Equities mutual fund                                                                                            | **          | 2,637             |
|     | * Fidelity Low-Priced Stock Fund                          | Equities mutual fund                                                                                            | **          | 2,204             |
|     | * Fidelity Retirement Government Money Market Portfolio   | U.S. government instruments mutual fund                                                                         | **          | 12,927            |
|     | * Fidelity Large Capital Value                            | Equities mutual fund                                                                                            | **          | 2,743             |
|     | * Fidelity Diversified International Fund                 | Equities mutual fund                                                                                            | **          | 9,479             |
|     | * Fidelity Spartan U.S. Equity Index Fund                 | Equities mutual fund                                                                                            | **          | 6,659             |
|     | * Fidelity Small Cap Independent Fund                     | Equities mutual fund                                                                                            | **          | 743               |
|     | * Fidelity Small Cap Stock Fund                           | Equities mutual fund                                                                                            | **          | 1,979             |
|     | * Rainier Small Mid Capital Fund                          | Equities mutual fund                                                                                            | **          | 4,977             |
|     | * Fidelity Short Term Bond Fund                           | Bond mutual fund                                                                                                | **          | 664               |
|     | * Fidelity Managed Income Portfolio Fund                  | Stable value fund                                                                                               | **          | 3,128             |
|     | * Fidelity Freedom Income                                 | Bond, equities, and money market mutual funds                                                                   | **          | 467               |
|     | * Fidelity Freedom 2000                                   | Bond, equities, and money market mutual funds                                                                   | **          | 174               |
|     | * Fidelity Freedom 2010                                   | Bond, equities, and money market mutual funds                                                                   | **          | 2,340             |
|     | * Fidelity Freedom 2020                                   | Bond, equities, and money market mutual funds                                                                   | **          | 5,217             |
|     | * Fidelity Freedom 2030                                   | Bond, equities, and money market mutual funds                                                                   | **          | 4,297             |
|     | * Fidelity Freedom 2040                                   | Bond, equities, and money market mutual funds                                                                   | **          | 2,102             |
|     | * Fidelity Freedom 2005                                   | Bond, equities, and money market mutual funds                                                                   | **          | 273               |
|     | * Fidelity Freedom 2015                                   | Bond, equities, and money market mutual funds                                                                   | **          | 2,968             |
|     | * Fidelity Freedom 2025                                   | Bond, equities, and money market mutual funds                                                                   | **          | 4,285             |
|     | * Fidelity Freedom 2035                                   | Bond, equities, and money market mutual funds                                                                   | **          | 2,608             |
|     | * Fidelity Freedom 2045                                   | Bond, equities, and money market mutual funds                                                                   | **          | 776               |
|     | * Fidelity Freedom 2050                                   | Bond, equities, and money market mutual funds                                                                   | **          | 420               |
|     | * AF Growth of America Fund                               | Equities mutual fund                                                                                            | **          | 10,527            |
|     | * Various participants                                    | Interest rates ranging from 5.00% to 10.50%; maturities ranging from January 2010 through November 2017         |             | 3,913             |
|     |                                                           |                                                                                                                 |             | <u>\$117,781</u>  |

\* Indicates party-in-interest to the Plan.

\*\* Cost information is omitted for participant directed investments.

See accompanying independent auditor's report.

# GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN

EIN 23-2786688

PN 011

## FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS (HELD AT END OF YEAR) (UNAUDITED)

AS OF DECEMBER 31, 2009

(In thousands)

| (a) | (b) Identity of Issue, Borrower,<br>Lessor, or Similar Party | (c) Description of Investment, Including<br>Maturity Date, Rate of Interest,<br>Collateral, and Par or Maturity Value | (d) Cost<br>** | (e) Current<br>Value |
|-----|--------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------|----------------|----------------------|
|     | * Fidelity Puritan Fund                                      | Bonds and equities mutual fund                                                                                        | **             | \$ 7,313             |
|     | * Fidelity Magellan Fund                                     | Equities mutual fund                                                                                                  | **             | 9,216                |
|     | * Fidelity Investment Grade Bond Fund                        | Bond mutual fund                                                                                                      | **             | 5,435                |
|     | * Fidelity Capital & Income Fund                             | Equities mutual fund                                                                                                  | **             | 2,305                |
|     | * Fidelity Value Fund                                        | Equities mutual fund                                                                                                  | **             | 2,925                |
|     | * Fidelity Capital Appreciation                              | Equities mutual fund                                                                                                  | **             | 2,080                |
|     | * Fidelity Disciplined Equity Fund                           | Equities mutual fund                                                                                                  | **             | 2,637                |
|     | * Fidelity Low-Priced Stock Fund                             | Equities mutual fund                                                                                                  | **             | 2,204                |
|     | * Fidelity Retirement Government Money<br>Market Portfolio   | U.S. government instruments mutual fund                                                                               | **             | 12,927               |
|     | * Fidelity Large Capital Value                               | Equities mutual fund                                                                                                  | **             | 2,743                |
|     | * Fidelity Diversified International Fund                    | Equities mutual fund                                                                                                  | **             | 9,479                |
|     | * Fidelity Spartan U.S. Equity Index Fund                    | Equities mutual fund                                                                                                  | **             | 6,659                |
|     | * Fidelity Small Cap Independent Fund                        | Equities mutual fund                                                                                                  | **             | 743                  |
|     | * Fidelity Small Cap Stock Fund                              | Equities mutual fund                                                                                                  | **             | 1,979                |
|     | * Rainier Small Mid Capital Fund                             | Equities mutual fund                                                                                                  | **             | 4,977                |
|     | * Fidelity Short Term Bond Fund                              | Bond mutual fund                                                                                                      | **             | 664                  |
|     | * Fidelity Managed Income Portfolio Fund                     | Stable value fund                                                                                                     | **             | 3,128                |
|     | * Fidelity Freedom Income                                    | Bond, equities, and money market mutual funds                                                                         | **             | 467                  |
|     | * Fidelity Freedom 2000                                      | Bond, equities, and money market mutual funds                                                                         | **             | 174                  |
|     | * Fidelity Freedom 2010                                      | Bond, equities, and money market mutual funds                                                                         | **             | 2,340                |
|     | * Fidelity Freedom 2020                                      | Bond, equities, and money market mutual funds                                                                         | **             | 5,217                |
|     | * Fidelity Freedom 2030                                      | Bond, equities, and money market mutual funds                                                                         | **             | 4,297                |
|     | * Fidelity Freedom 2040                                      | Bond, equities, and money market mutual funds                                                                         | **             | 2,102                |
|     | * Fidelity Freedom 2005                                      | Bond, equities, and money market mutual funds                                                                         | **             | 273                  |
|     | * Fidelity Freedom 2015                                      | Bond, equities, and money market mutual funds                                                                         | **             | 2,968                |
|     | * Fidelity Freedom 2025                                      | Bond, equities, and money market mutual funds                                                                         | **             | 4,285                |
|     | * Fidelity Freedom 2035                                      | Bond, equities, and money market mutual funds                                                                         | **             | 2,608                |
|     | * Fidelity Freedom 2045                                      | Bond, equities, and money market mutual funds                                                                         | **             | 776                  |
|     | * Fidelity Freedom 2050                                      | Bond, equities, and money market mutual funds                                                                         | **             | 420                  |
|     | * AF Growth of America Fund                                  | Equities mutual fund                                                                                                  | **             | 10,527               |
|     | * Various participants                                       | Interest rates ranging from 5.00% to<br>10.50%; maturities ranging from<br>January 2010 through November 2017         |                | 3,913                |
|     |                                                              |                                                                                                                       |                | <u>\$117,781</u>     |

\* Indicates party-in-interest to the Plan.

\*\* Cost information is omitted for participant directed investments.

See accompanying independent auditor's report.