

<div>Form 5500</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>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 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>☐ a multiemployer plan;</div><div>☒ a single-employer plan;</div><div>☐ a multiple-employer plan; or</div><div>☐ a DFE (specify) ____</div></div>
B	This return/report is: <div><div>☐ the first return/report;</div><div>☒ an amended return/report;</div><div>☐ the final return/report;</div><div>☐ a short plan year return/report (less than 12 months).</div></div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div><div>☒ Form 5558;</div><div>☐ automatic extension;</div><div>☐ the DFVC program;</div><div>☐ special extension (enter description)</div></div>

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan AEP INDUSTRIES INC. 401(K) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN	1b	Three-digit plan number (PN) ▶ 001
		1c	Effective date of plan 11/01/1973
2a	Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) AEP INDUSTRIES INC. 125 PHILLIPS AVENUE SOUTH HACKENSACK, NJ 07606	2b	Employer Identification Number (EIN) 22-1916107
		2c	Sponsor's telephone number 201-641-6600
		2d	Business code (see instructions) 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.	04/21/2011	LAWRENCE NOLL
	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") AEP INDUSTRIES INC. 125 PHILLIPS AVENUE SOUTH HACKENSACK, NJ 07606	3b Administrator's EIN 22-1916107 3c Administrator's telephone number 201-641-6600
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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
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5 Total number of participants at the beginning of the plan year	5	2046
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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	1754
b Retired or separated participants receiving benefits.....	6b	2
c Other retired or separated participants entitled to future benefits.....	6c	233
d Subtotal. Add lines 6a , 6b , and 6c	6d	1989
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	5
f Total. Add lines 6d and 6e	6f	1994
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1611
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	25

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2E 2F 2G 2J 2K 2T

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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

<div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div>	<div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>	OMB No. 1210-0110
		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>AEP INDUSTRIES INC. 401(K) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN</div>	<div>B Three-digit plan number (PN)</div> <div>▶ 001</div>
<div>C Plan sponsor's name as shown on line 2a of Form 5500</div> <div>AEP INDUSTRIES INC.</div>	<div>D Employer Identification Number (EIN)</div> <div>22-1916107</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

FIDELITY INV INST OPS CO

04-2647786

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

T. ROWE PRICE

52-1184650

(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) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	19522	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
ABF LG CAP VAL INV - STATE STREET B 04-1867445	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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 GRTH FUND AMER R4 - AMERICAN FUN 95-2566717	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
ARTISAN MID CAP VAL - BOSTON FINANC 04-2526037	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
COL SM CAP VAL II Z - COLUMBIA MANA 04-2838628	0.35%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
DAVIS NY VENTURE Y - BOSTON FINANCI 04-2526037	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
MUNDER MDCPCORE GR Y - PNC GLOBAL I 04-2871943	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
PIMCO TOT RETURN ADM - BOSTON FINAN 04-2526037	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
ROYCE VALUE PLUS SER - BOSTON FINAN 04-2526037	0.45%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
THORNBURG INT VAL R5 - BOSTON FINAN 04-2526037	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
TRP RETIRE INCOME - T ROWE PRICE IN	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2005 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2010 - T ROWE PRICE	0.15%	
52-1184650		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
TRP RETIREMENT 2015 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2020 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2025 - T ROWE PRICE	0.15%	
52-1184650		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
TRP RETIREMENT 2030 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2035 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2040 - T ROWE PRICE	0.15%	
52-1184650		

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
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.	
TRP RETIREMENT 2045 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2050 - T ROWE PRICE	0.15%	
52-1184650		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (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.	
TRP RETIREMENT 2055 - T ROWE PRICE	0.15%	
52-1184650		

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)
(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2009</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2009 or fiscal plan year beginning 01/01/2009 and ending 12/31/2009					
A Name of plan AEP INDUSTRIES INC. 401(K) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN				B Three-digit plan number (PN) ▶ 001	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AEP INDUSTRIES INC.				D Employer Identification Number (EIN) 22-1916107	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: SEI STABLE ASSET FUND					
b Name of sponsor of entity listed in (a): SEI TRUST COMPANY					
c EIN-PN 23-7654996-001		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6256740	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA,	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2009
		This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning <u>01/01/2009</u> and ending <u>12/31/2009</u>		
A Name of plan <u>AEP INDUSTRIES INC. 401(K) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) <u>001</u>	
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AEP INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>22-1916107</u>	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2181880	3212880
(2) Participant contributions	1b(2)	93457	62346
(3) Other	1b(3)	135	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	70856	0
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1659234	2421220
(9) Value of interest in common/collective trusts	1c(9)	6454399	6256740
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	24162044	42944458
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	7266412	12566490
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	41888417	67464134

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	410	541220
k Total liabilities (add all amounts in lines 1g through 1j)	1k	410	541220

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	41888007	66922914
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	3220942	
(B) Participants	2a(1)(B)	3755985	
(C) Others (including rollovers)	2a(1)(C)	599934	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		7576861

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	352	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	143694	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		144046

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	853995	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		853995

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	9521526	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	2994207	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		6527319

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	1593074	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		1593074
(6) Net investment gain (loss) from common/collective trusts	2b(6)		411959
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		9288297
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		26395551

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	4832522	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		4832522
f Corrective distributions (see instructions)	2f		546878
g Certain deemed distributions of participant loans (see instructions).....	2g		3579
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	15	
(4) Other	2i(4)	19563	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		19578
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		5402557

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		20992994
l Transfers of assets:			
(1) To this plan.....	2l(1)		4041913
(2) From this plan	2l(2)		

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: KPMG, LLP

(2) EIN: 13-5565207

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
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....	☒		1286504
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.).....		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		☒	
e Was this plan covered by a fidelity bond?.....	☒		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		☒	

- 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)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under 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). ▶ File as an attachment to Form 5500.	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

A Name of plan <u>AEP INDUSTRIES INC. 401(K) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AEP INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>22-1916107</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

For Paperwork Reduction Act Notice 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:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

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

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

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

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

- 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): _____



AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements and Supplemental Schedules

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

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KPMG LLP
New Jersey Headquarters
150 John F. Kennedy Parkway
Short Hills, NJ 07078-2778

Independent Auditors' Report

The Plan Administrator
AEP Industries Inc. 401(k) Savings Plan and Employee Stock Ownership Plan:

We were engaged to audit the accompanying financial statements and supplemental schedules of the AEP Industries Inc. 401(k) Savings Plan and Employee Stock Ownership Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 5 to the financial statements, which was certified by Fidelity Trust Company, the Trustee of the Plan as of December 31, 2009 and 2008 and The Merrill Lynch Trust Companies, the Trustee of the Plan through September 2, 2008, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2009 and 2008 and for the periods ended September 2, 2008 and December 31, 2009, respectively, that the information provided to the plan administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, 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 Employee Retirement Income Security Act of 1974.

KPMG LLP

April 21, 2011

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Bank commingled trust fund	\$ 6,256,740	6,454,399
Mutual funds	42,944,458	24,162,044
AEP Industries Inc. – common stock	12,566,490	7,266,412
Cash fund	—	70,446
Total investments	<u>61,767,688</u>	<u>37,953,301</u>
Participant loans	2,421,220	1,659,234
Receivables:		
Employee contributions	62,346	93,457
Employer contribution	2,671,660	2,181,880
Loan interest	5,184	3,720
Receivable from AEP Industries Inc.	541,220	—
Accrued income	—	135
Total receivables	<u>3,280,410</u>	<u>2,279,192</u>
Total assets	67,469,318	41,891,727
Liabilities:		
Payable to former participants	<u>541,220</u>	<u>—</u>
Total liabilities	<u>541,220</u>	<u>—</u>
Net assets available for benefits at fair value	66,928,098	41,891,727
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>303,772</u>	<u>626,694</u>
Net assets available for benefits	<u>\$ 67,231,870</u>	<u>42,518,421</u>

See accompanying notes to financial statements.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Increase in net assets attributable to:		
Contributions:		
Employer contributions	\$ 3,220,942	2,181,940
Employee contributions	4,355,919	3,990,193
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments	17,497,727	(19,203,759)
Interest	145,510	158,070
Dividends	853,995	1,483,915
Net assets transferred from Atlantis acquisition	4,041,913	—
Total increase (decrease)	<u>30,116,006</u>	<u>(11,389,641)</u>
Decrease in net assets attributable to:		
Benefits paid to participants	4,841,759	3,518,883
Accrued payment to former participants	541,220	—
Administrative expenses	19,578	16,940
Total decrease	<u>5,402,557</u>	<u>3,535,823</u>
Net increase (decrease) in net assets available for benefits	24,713,449	(14,925,464)
Net assets available for benefits:		
Beginning of year	<u>42,518,421</u>	<u>57,443,885</u>
End of year	<u>\$ 67,231,870</u>	<u>42,518,421</u>

See accompanying notes to financial statements.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

Effective January 1, 2007, the Board of Directors of AEP Industries Inc. (AEP or the Company) approved the merger of the AEP Industries Inc. Employee Stock Ownership Plan (ESOP) into the AEP Industries Inc. 401(k) Savings Plan. The assets of the ESOP were transferred to the 401(k) Savings Plan and renamed the AEP Industries Inc. 401(k) Savings and Employee Stock Ownership Plan (the Plan) on January 1, 2007. The merger will not impact the rights of the participant as the provisions of the ESOP have been incorporated into the merged plan.

On October 30, 2008, AEP completed the acquisition of substantially all of the assets of the stretch films, custom films, and institutional products divisions of Atlantis Plastics, Inc. and certain of its subsidiaries (Atlantis). The funds held in the prior Atlantis pension plan totaling \$4.0 million were transferred to the Plan in January 2009.

The following brief description of the Plan provides only general information. Participants should refer to the plan agreement for a more detailed description of the Plan's provisions. Specific terms and conditions of the merged plan are available in the sixth amendment to the plan document or the summary plan description as amended on January 1, 2007.

(a) General

The Plan is a defined contribution plan available to all employees, except leased employees and those covered by a collective bargaining agreement (other than Local 195T union employees located at the Mountaintop, PA facility who are eligible), of AEP, as defined, who are scheduled to work thirty hours per week or more and have attained the age of 21. Each eligible employee can enroll on the beginning of the calendar quarter subsequent to his or her hire date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Contributions

Under the provisions of the Plan, allowable contributions are as follows:

Employee Contributions

Participants may elect to defer from 1% to 95% of their compensation, as defined, in each plan year not to exceed the limitations imposed by the Internal Revenue Code (IRC). The limit was \$16,500 and \$15,500 for the years ended December 31, 2009 and 2008, respectively.

Effective January 1, 2004, a catch-up contribution option is available to all eligible employees that are age 50 or older and all participants in the Plan are allowed to defer from 1% to 95% of regular compensation on a pretax basis up the Internal Revenue Service (IRS) limitation. The limit was \$5,500 and \$5,000 for the year ended December 31, 2009 and 2008, respectively.

Employer Matching Contributions

For plan years beginning on or after January 1, 2001, the Company's matching contribution will equal 100% of the participant's first 3% of salary-deferred contributions, as defined, for the plan year and 50% of the following 2% of the participant's salary deferred contributions. In order to receive an

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

employer matching contribution, employees must have completed 1,000 hours of service, as defined, with the Company during the plan year or have retired, died, or become disabled during the plan year. Prior to the merger of the Company's 401(k) Savings Plan and its ESOP on January 1, 2007, the Company's matching contribution to each participant's account was made to the ESOP.

Prior to the 2006 plan year, the Company's matching contribution to each participant's account was made to the ESOP in the form of AEP common stock. The number of shares of AEP common stock contributed to the ESOP as employer contribution was determined by dividing the dollar amount of the contributions by the average market price of the shares for the first ten business days in the month of February following the end of the plan year.

Commencing with the Company's matching contribution in 2007 related to the 2006 plan year, contributions to each participant's account were made in cash instead of the Company's common stock.

Employer Fixed and Discretionary Contributions

In addition to the employer matching contribution, beginning on January 1, 1996, the Company is required to make a fixed contribution equal to 1% of the employees' annual compensation, as defined. This contribution will be made if employees have completed 1,000 hours of service during the plan year and are employed at the end of the plan year, or have retired, died, or become disabled during the plan year. The employer fixed contribution will be made to participant accounts regardless of whether employees deferred any salary savings contributions to the Plan for that year.

Beginning on January 1, 1996, the Company, at its sole discretion, may make an additional employer contribution, regardless of whether employees deferred any salary savings contributions to the Plan for that plan year. Any employer discretionary contributions will be made to eligible employees in cash, in an amount proportional to the amount that the employee compensation for the plan year bears to the total compensation of all participants sharing in contributions for the plan year.

(c) Vesting

Participants are always 100% vested in both employee and employer contribution and rollover funds.

(d) Withdrawals

Prior to termination of employment, a participant, upon reaching the age of 59½ may withdraw all or any portion of his or her elective deferral contribution subject to IRS regulations. Hardship withdrawals are permitted for specified reasons authorized by IRS regulations.

(e) Retirement

A participant's normal retirement date occurs upon the attainment of age 65.

(f) Investments

Participants are required to designate the fund(s) into which their contributions are to be invested. Contributions may be allocated to any combination of funds.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(g) Participant Loans

Participant loans may not exceed the lesser of \$50,000 (subject to limitations) or 50% of the participant's account balance and are secured by the participant's account balance. Participant loans can be repaid over a period ranging from one to five years, except for loans for the purchase of a primary residence, which can be repaid over a period ranging from one to ten years. Participant loans are stated at amortized cost. The plan administrator does not believe it is practicable to estimate the fair value of participant loans, as they are not material to the Plan. Only one loan per participant can be outstanding at any given time. The interest rate on loans is fixed at the prevailing prime rate at origination of the loan plus 1% (ranging from 4.25% to 10.50% over the term of the existing loans at December 31, 2009). Earnings from these loans are credited directly to the individual participant's accounts. The participant loans are valued at amortized cost.

(h) Forfeitures

As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$16,483 and \$31,612, respectively. The accounts are applied first to the payment of administrative expenses each year, and if there are forfeitures remaining, such forfeitures shall be applied to reduce future employer contributions.

(i) Payment of Benefits

Benefits are payable upon retirement, disability, death, or termination of employment. Participants may elect to receive either a lump-sum, installment, or annuity payments for contributions made for plan years beginning prior to January 1, 1993 or a lump-sum payment for contributions made for plan year beginning on or after January 1, 1993.

(j) Diversification Options

The Plan was amended for the 2007 plan year as per the Pension Protection Act. Participants under the age of 55 and with three years of service could diversify one-third of their AEP common stock. A participant who was age 55 and had three or more years of service could diversify up to 100% of their AEP common stock.

(k) Plan Termination

Although the Company has not expressed any intention to do so, the Company has the right to discontinue its contributions to the Plan and to terminate the Plan. In the event of termination, each participant becomes fully vested and is entitled to the value of their account balance, which will be distributed in accordance with the provisions of the Plan.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(2) Summary of Significant Accounting Policies

Following is a summary of the significant accounting policies of the Plan:

(a) Basis of Reporting

The financial statements of the Plan have been prepared on an accrual basis of accounting. Certain prior year amounts have been reclassified to conform to the 2009 presentation.

(b) Investment Valuation and Income Recognition

The Plan's investments are recorded at fair value based upon quoted prices at the end of the plan year. Investment transactions are recorded on a trade-date basis. Net realized gains (losses) from the sale of investments are determined for accounting purposes using the moving-average method. Dividend income is recorded on the ex-dividend date. Interest income is recognized as earned.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on contract value basis.

(c) Administration of the Plan

Effective September 2, 2008, the Company changed the trustee, record-keeper, and custodian of the Plan from Merrill Lynch Trust Companies (Merrill) to Fidelity Trust Company (Fidelity). Plan assets transferred from Merrill to Fidelity were transferred into funds comparable to those offered by Merrill. The trust agreement provides the Trustee with exclusive authority and discretion to manage, acquire, and dispose of the assets in the Plan, as defined in the trust agreement. The Trustee administers the Plan and serves as the asset custodian. Record-keeping services relating to the Plan are also performed by the Trustee.

The Plan paid fees and expenses to Fidelity, which totaled \$19,578 and \$3,020 for administration and management of the Plan for 2009 and for the period from September 2, 2008 to December 31, 2008, respectively, and \$13,920 to Merrill for the period from January 1, 2008 to September 2, 2008. The Company paid other administrative fees, which totaled \$46,697 and \$19,842 for 2009 and 2008, respectively, which are not reflected in the Plan's financial statements.

(d) Payment of Benefits

Benefits are recorded when paid.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that could affect the reported amounts of net assets and contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in the net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(f) Risks and Uncertainties

The Plan provides for various investment options in any combination of stock funds, bond funds, fixed income securities, and other investment securities. The Plan also contains investments in AEP common stock. These investments are exposed to various risk conditions of the individual fund objectives, stock and bond market fluctuations, interest rate changes, economic conditions, and world affairs and risks specific to AEP's business and operations. Due to the level of risk associated with certain investment securities and AEP common stock and the level of uncertainty related to changes in the value of investment securities and AEP common stock, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

(3) Related-Party Transactions

Plan investments are managed by the Trustee and certain investment choices are funds offered by affiliates of the Trustee. The plan sponsor is AEP.

(4) Tax Status

The Plan obtained its latest determination letter dated September 29, 2006 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. In the opinion of the plan administrator, the Plan is being operated in compliance with the plan documents and the applicable requirement of the IRC, and therefore, no provision for income taxes is required.

The Company discovered that for a total of 495 employees who terminated between January 1, 2001 and December 31, 2008, it failed to pay a single matching contribution to the Plan, which would have occurred on a contribution date in the year following termination. A Voluntary Fiduciary Compliance Program filing related to the missed matching contributions was made on April 1, 2011. The Company does not believe these operational errors will impact the tax status of the Plan and the Company intends to pay all costs associated with the corrections. The sum of all corrections as of December 31, 2009 will result in additional contributions of \$541,220, including estimated interest and penalties. The employer contribution receivable at December 31, 2009 includes a \$541,220 receivable from the Company. The Plan expects to remit the monies to the former employees during 2011.

Participant contributions of \$1,286,504 were not remitted to the plan's trust within the time frame required by the Department of Labor under the plan asset rules. A Voluntary Fiduciary Compliance Program filing will be filed on April 30, 2011 associated with the untimely remittances. The Company does not believe these operational errors will impact the tax status of the Plan.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

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(5) Information Certified by the Trustee

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-8, information prepared and certified to by an entity, which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from Fidelity of the Plan's investment portfolio as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and for the period from September 2, 2008 to December 31, 2008. Certification was also received from Merrill for the period from January 1, 2008 to September 2, 2008. The Plan's financial statements have been prepared based on this certified information.

The following table represents individual investments, which exceed 5% of the Plan's net assets at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
AEP Industries Inc. common stock	\$ 12,566,490	7,266,412
American Beacon Large Cap Value	5,916,323	4,250,550
Thornburg International Value	3,505,444	2,419,695
Fidelity Balanced	3,712,411	2,653,529
SEI Stable Asset	6,256,740	6,454,399
T. Rowe Price Retirement Funds	19,587,424	8,724,010
PIMCO Total Return	3,439,433	2,200,654

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2009</u>	<u>2008</u>
AEP Industries Inc. common stock	\$ 8,123,109	(6,275,976)
Mutual funds	9,374,618	(12,927,783)
	<u>\$ 17,497,727</u>	<u>(19,203,759)</u>

The SEI Stable Asset Fund (the Fund) consists of fully benefit-responsive investment contracts. The Plan's interest in this investment is calculated by applying the Plan's ownership percentage in the Fund to the total fair value of the entire Fund. Average annual yields relating to the Fund are presented below:

	<u>2009</u>	<u>2008</u>
Based on annualized earnings of the Fund	3.69%	6.44%
Based on annualized earnings credited to the Fund participants	1.40%	3.27%

Crediting interest rates on the Fund are typically determined quarterly and are based on a formula used by the Fund, including the market value of the underlying assets, the current economic and market conditions and the general interest rate environment. There is no correlation between future crediting rates and the

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

adjustment from the contract value to the fair value as reported on the statement of net assets available for benefits. Certain events could limit the ability of the Plan to transact at the contract value with the issuers of the contracts held by the Fund. Specifically, any event outside the normal operation of the trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Such events could include, but are not limited to, the following: partial or complete legal termination of the trust or a unit holder, tax disqualification of the trust or a unit holder, and certain trust amendments if issuers' consent is not obtained, premature termination of contracts by the Fund, Plan termination, bankruptcy, significant credit event, partial plan termination or plan mergers, early retirement incentives that could cause significant withdrawals from the Plan and failure of the Plan to qualify under the applicable sections of the Internal Revenue Code. AEP does not believe that the occurrence of these events, which could limit the Plan's ability to transact at contract value with participants, is probable.

(6) Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and expanding disclosures about fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation.

The following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such investments in the fair value hierarchy.

AEP Industries, Inc. common stock – Valued at closing price reported on the Nasdaq.

Mutual funds – Valued at the net asset value (NAV) of shares held by the plan at period-end.

Bank commingled trust fund (SEI stable asset) – Valued based on the contract terms of the underlying guaranteed investment contract. The commingled trust fund is priced daily using a mil rate. The mil rate is a blend of the contracts' rate of return and the liquidity component's daily mil rate. The NAV is classified within Level 2 of the fair value hierarchy as the unit price is not quoted in an active market. However, the unit price is based on underlying investments, which are either traded on an active market or valued based on observable inputs such as market interest rates and quoted prices for similar securities.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

Below are the Plan's investments carried at fair value on a recurring basis by the fair value hierarchy levels described above as of December 31, 2009 and 2008.

December 31, 2009				
	Level I	Level II	Level III	Total
Cash fund	\$ —	—	—	—
AEP Industries Inc. – common stock	12,566,490	—	—	12,566,490
Mutual funds	42,944,458	—	—	42,944,458
Bank commingled trust fund	—	6,256,740	—	6,256,740
Total investments	<u>\$ 55,510,948</u>	<u>6,256,740</u>	<u>—</u>	<u>61,767,688</u>

December 31, 2008				
	Level I	Level II	Level III	Total
Cash fund	\$ 70,446	—	—	70,446
AEP Industries Inc. – common stock	7,266,412	—	—	7,266,412
Mutual funds	24,162,044	—	—	24,162,044
Bank commingled trust fund	—	6,454,399	—	6,454,399
Total investments	<u>\$ 31,498,902</u>	<u>6,454,399</u>	<u>—</u>	<u>37,953,301</u>

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	\$ 67,231,870	42,518,421
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(303,772)	(626,694)
Accrued interest on outstanding loans	(5,184)	(3,720)
Net assets available for benefits per Form 5500	<u>\$ 66,922,914</u>	<u>41,888,007</u>

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of net increase (decrease) in net assets available for benefits per the financial statements to Form 5500:

	<u>2009</u>	<u>2008</u>
Total net increase (decrease) in net assets available for benefits per the financial statements	\$ 24,713,449	(14,925,464)
Net assets transferred from Atlantis acquisition	(4,041,913)	—
Cumulative effect from fair value to contract value for fully benefit-responsive investment contracts	322,922	(547,507)
Cumulative effect of accrued interest on outstanding loans	<u>(1,464)</u>	<u>1,113</u>
Total net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ 20,992,994</u>	<u>(15,471,858)</u>

(8) Subsequent Event

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements. As of April 20, 2011, AEP's common stock decreased and was trading at \$28.77 per share, versus \$38.28 per share at December 31, 2009.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
December 31, 2009

<u>Participant contributions transferred late to plan</u>	<u>Total that constitute nonexempt prohibited transactions</u>				
	<u>Check here if late participant loan repayments are included</u>	<u>Contributions not corrected</u>	<u>Contributions corrected outside VFCP</u>	<u>Contributions pending correction in VFCP</u>	<u>Total fully corrected under VFCP and PTE 2002-51</u>
\$ 1,286,504	*	1,152,667	—	—	133,837

* Includes participant loan repayments totaling \$268,655

See accompanying independent auditors' report.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Number of shares	Price per share	Current value
AEP Industries Inc.	Common stock of AEP Industries Inc.	328,251	\$ 38.28	12,566,490
Fidelity Trust Companies	SEI Stable Asset	6,560,512	—	6,256,740
T. Rowe Price	T. Rowe Price Retirement Funds	1,603,148	10.10 – 15.15	19,587,424
American Funds	American Funds Growth Fund	75,075	27.11	2,035,283
Thornburg*	Thornburg International Value	138,391	25.33	3,505,444
Vanguard*	Vanguard 500 Index	15,998	84.81	1,356,790
PIMCO*	PIMCO Total Return	318,466	10.80	3,439,433
Columbia	Columbia Small Cap Value II	86,816	10.99	954,108
Fidelity	Fidelity Balanced	226,920	16.36	3,712,411
American Funds	American Beacon Large Cap Value Plan	360,312	16.42	5,916,323
Royce	Royce Value Plus	102,338	11.24	1,150,279
Artisan	Artisan Mid Cap Value	29,034	17.98	522,031
Davis	Davis NY Venture	19,235	31.29	601,863
Munder	Munder Mid Cap Core Growth	7,190	22.68	163,069
Participant Loans*	Loan Fund 447 loans outstanding with various interest rates ranging from 4.25% to 10.50% maturing at various dates through 2018			2,421,220
				<u>\$ 64,188,908</u>

* Party in interest

See accompanying independent auditors' report.



AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Financial Statements and Supplemental Schedules

December 31, 2009 and 2008

(With Independent Auditors' Report Thereon)

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

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KPMG LLP
New Jersey Headquarters
150 John F. Kennedy Parkway
Short Hills, NJ 07078-2778

Independent Auditors' Report

The Plan Administrator
AEP Industries Inc. 401(k) Savings Plan and Employee Stock Ownership Plan:

We were engaged to audit the accompanying financial statements and supplemental schedules of the AEP Industries Inc. 401(k) Savings Plan and Employee Stock Ownership Plan (the Plan) as of December 31, 2009 and 2008, and for the years then ended, as listed in the accompanying table of contents. These financial statements and supplemental schedules 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 5 to the financial statements, which was certified by Fidelity Trust Company, the Trustee of the Plan as of December 31, 2009 and 2008 and The Merrill Lynch Trust Companies, the Trustee of the Plan through September 2, 2008, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the Trustees as of and for the years ended December 31, 2009 and 2008 and for the periods ended September 2, 2008 and December 31, 2009, respectively, that the information provided to the plan administrator by the Trustees is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the Trustees, 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 Employee Retirement Income Security Act of 1974.

KPMG LLP

April 21, 2011

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available for Benefits

December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Assets:		
Investments, at fair value:		
Bank commingled trust fund	\$ 6,256,740	6,454,399
Mutual funds	42,944,458	24,162,044
AEP Industries Inc. – common stock	12,566,490	7,266,412
Cash fund	—	70,446
Total investments	<u>61,767,688</u>	<u>37,953,301</u>
Participant loans	2,421,220	1,659,234
Receivables:		
Employee contributions	62,346	93,457
Employer contribution	2,671,660	2,181,880
Loan interest	5,184	3,720
Receivable from AEP Industries Inc.	541,220	—
Accrued income	—	135
Total receivables	<u>3,280,410</u>	<u>2,279,192</u>
Total assets	67,469,318	41,891,727
Liabilities:		
Payable to former participants	<u>541,220</u>	<u>—</u>
Total liabilities	<u>541,220</u>	<u>—</u>
Net assets available for benefits at fair value	66,928,098	41,891,727
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>303,772</u>	<u>626,694</u>
Net assets available for benefits	<u>\$ 67,231,870</u>	<u>42,518,421</u>

See accompanying notes to financial statements.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets Available for Benefits

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
Increase in net assets attributable to:		
Contributions:		
Employer contributions	\$ 3,220,942	2,181,940
Employee contributions	4,355,919	3,990,193
Investment income:		
Net realized and unrealized appreciation (depreciation) in fair value of investments	17,497,727	(19,203,759)
Interest	145,510	158,070
Dividends	853,995	1,483,915
Net assets transferred from Atlantis acquisition	4,041,913	—
Total increase (decrease)	<u>30,116,006</u>	<u>(11,389,641)</u>
Decrease in net assets attributable to:		
Benefits paid to participants	4,841,759	3,518,883
Accrued payment to former participants	541,220	—
Administrative expenses	19,578	16,940
Total decrease	<u>5,402,557</u>	<u>3,535,823</u>
Net increase (decrease) in net assets available for benefits	24,713,449	(14,925,464)
Net assets available for benefits:		
Beginning of year	42,518,421	57,443,885
End of year	<u>\$ 67,231,870</u>	<u>42,518,421</u>

See accompanying notes to financial statements.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(1) Description of the Plan

Effective January 1, 2007, the Board of Directors of AEP Industries Inc. (AEP or the Company) approved the merger of the AEP Industries Inc. Employee Stock Ownership Plan (ESOP) into the AEP Industries Inc. 401(k) Savings Plan. The assets of the ESOP were transferred to the 401(k) Savings Plan and renamed the AEP Industries Inc. 401(k) Savings and Employee Stock Ownership Plan (the Plan) on January 1, 2007. The merger will not impact the rights of the participant as the provisions of the ESOP have been incorporated into the merged plan.

On October 30, 2008, AEP completed the acquisition of substantially all of the assets of the stretch films, custom films, and institutional products divisions of Atlantis Plastics, Inc. and certain of its subsidiaries (Atlantis). The funds held in the prior Atlantis pension plan totaling \$4.0 million were transferred to the Plan in January 2009.

The following brief description of the Plan provides only general information. Participants should refer to the plan agreement for a more detailed description of the Plan's provisions. Specific terms and conditions of the merged plan are available in the sixth amendment to the plan document or the summary plan description as amended on January 1, 2007.

(a) General

The Plan is a defined contribution plan available to all employees, except leased employees and those covered by a collective bargaining agreement (other than Local 195T union employees located at the Mountaintop, PA facility who are eligible), of AEP, as defined, who are scheduled to work thirty hours per week or more and have attained the age of 21. Each eligible employee can enroll on the beginning of the calendar quarter subsequent to his or her hire date. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

(b) Contributions

Under the provisions of the Plan, allowable contributions are as follows:

Employee Contributions

Participants may elect to defer from 1% to 95% of their compensation, as defined, in each plan year not to exceed the limitations imposed by the Internal Revenue Code (IRC). The limit was \$16,500 and \$15,500 for the years ended December 31, 2009 and 2008, respectively.

Effective January 1, 2004, a catch-up contribution option is available to all eligible employees that are age 50 or older and all participants in the Plan are allowed to defer from 1% to 95% of regular compensation on a pretax basis up the Internal Revenue Service (IRS) limitation. The limit was \$5,500 and \$5,000 for the year ended December 31, 2009 and 2008, respectively.

Employer Matching Contributions

For plan years beginning on or after January 1, 2001, the Company's matching contribution will equal 100% of the participant's first 3% of salary-deferred contributions, as defined, for the plan year and 50% of the following 2% of the participant's salary deferred contributions. In order to receive an

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

employer matching contribution, employees must have completed 1,000 hours of service, as defined, with the Company during the plan year or have retired, died, or become disabled during the plan year. Prior to the merger of the Company's 401(k) Savings Plan and its ESOP on January 1, 2007, the Company's matching contribution to each participant's account was made to the ESOP.

Prior to the 2006 plan year, the Company's matching contribution to each participant's account was made to the ESOP in the form of AEP common stock. The number of shares of AEP common stock contributed to the ESOP as employer contribution was determined by dividing the dollar amount of the contributions by the average market price of the shares for the first ten business days in the month of February following the end of the plan year.

Commencing with the Company's matching contribution in 2007 related to the 2006 plan year, contributions to each participant's account were made in cash instead of the Company's common stock.

Employer Fixed and Discretionary Contributions

In addition to the employer matching contribution, beginning on January 1, 1996, the Company is required to make a fixed contribution equal to 1% of the employees' annual compensation, as defined. This contribution will be made if employees have completed 1,000 hours of service during the plan year and are employed at the end of the plan year, or have retired, died, or become disabled during the plan year. The employer fixed contribution will be made to participant accounts regardless of whether employees deferred any salary savings contributions to the Plan for that year.

Beginning on January 1, 1996, the Company, at its sole discretion, may make an additional employer contribution, regardless of whether employees deferred any salary savings contributions to the Plan for that plan year. Any employer discretionary contributions will be made to eligible employees in cash, in an amount proportional to the amount that the employee compensation for the plan year bears to the total compensation of all participants sharing in contributions for the plan year.

(c) Vesting

Participants are always 100% vested in both employee and employer contribution and rollover funds.

(d) Withdrawals

Prior to termination of employment, a participant, upon reaching the age of 59½ may withdraw all or any portion of his or her elective deferral contribution subject to IRS regulations. Hardship withdrawals are permitted for specified reasons authorized by IRS regulations.

(e) Retirement

A participant's normal retirement date occurs upon the attainment of age 65.

(f) Investments

Participants are required to designate the fund(s) into which their contributions are to be invested. Contributions may be allocated to any combination of funds.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(g) Participant Loans

Participant loans may not exceed the lesser of \$50,000 (subject to limitations) or 50% of the participant's account balance and are secured by the participant's account balance. Participant loans can be repaid over a period ranging from one to five years, except for loans for the purchase of a primary residence, which can be repaid over a period ranging from one to ten years. Participant loans are stated at amortized cost. The plan administrator does not believe it is practicable to estimate the fair value of participant loans, as they are not material to the Plan. Only one loan per participant can be outstanding at any given time. The interest rate on loans is fixed at the prevailing prime rate at origination of the loan plus 1% (ranging from 4.25% to 10.50% over the term of the existing loans at December 31, 2009). Earnings from these loans are credited directly to the individual participant's accounts. The participant loans are valued at amortized cost.

(h) Forfeitures

As of December 31, 2009 and 2008, forfeited nonvested accounts totaled \$16,483 and \$31,612, respectively. The accounts are applied first to the payment of administrative expenses each year, and if there are forfeitures remaining, such forfeitures shall be applied to reduce future employer contributions.

(i) Payment of Benefits

Benefits are payable upon retirement, disability, death, or termination of employment. Participants may elect to receive either a lump-sum, installment, or annuity payments for contributions made for plan years beginning prior to January 1, 1993 or a lump-sum payment for contributions made for plan year beginning on or after January 1, 1993.

(j) Diversification Options

The Plan was amended for the 2007 plan year as per the Pension Protection Act. Participants under the age of 55 and with three years of service could diversify one-third of their AEP common stock. A participant who was age 55 and had three or more years of service could diversify up to 100% of their AEP common stock.

(k) Plan Termination

Although the Company has not expressed any intention to do so, the Company has the right to discontinue its contributions to the Plan and to terminate the Plan. In the event of termination, each participant becomes fully vested and is entitled to the value of their account balance, which will be distributed in accordance with the provisions of the Plan.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(2) Summary of Significant Accounting Policies

Following is a summary of the significant accounting policies of the Plan:

(a) Basis of Reporting

The financial statements of the Plan have been prepared on an accrual basis of accounting. Certain prior year amounts have been reclassified to conform to the 2009 presentation.

(b) Investment Valuation and Income Recognition

The Plan's investments are recorded at fair value based upon quoted prices at the end of the plan year. Investment transactions are recorded on a trade-date basis. Net realized gains (losses) from the sale of investments are determined for accounting purposes using the moving-average method. Dividend income is recorded on the ex-dividend date. Interest income is recognized as earned.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The statement of net assets available for benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on contract value basis.

(c) Administration of the Plan

Effective September 2, 2008, the Company changed the trustee, record-keeper, and custodian of the Plan from Merrill Lynch Trust Companies (Merrill) to Fidelity Trust Company (Fidelity). Plan assets transferred from Merrill to Fidelity were transferred into funds comparable to those offered by Merrill. The trust agreement provides the Trustee with exclusive authority and discretion to manage, acquire, and dispose of the assets in the Plan, as defined in the trust agreement. The Trustee administers the Plan and serves as the asset custodian. Record-keeping services relating to the Plan are also performed by the Trustee.

The Plan paid fees and expenses to Fidelity, which totaled \$19,578 and \$3,020 for administration and management of the Plan for 2009 and for the period from September 2, 2008 to December 31, 2008, respectively, and \$13,920 to Merrill for the period from January 1, 2008 to September 2, 2008. The Company paid other administrative fees, which totaled \$46,697 and \$19,842 for 2009 and 2008, respectively, which are not reflected in the Plan's financial statements.

(d) Payment of Benefits

Benefits are recorded when paid.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(e) Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the plan administrator to make estimates and assumptions that could affect the reported amounts of net assets and contingent assets and liabilities at the date of the financial statements and the reported amounts of changes in the net assets available for benefits during the reporting period. Actual results could differ from those estimates.

(f) Risks and Uncertainties

The Plan provides for various investment options in any combination of stock funds, bond funds, fixed income securities, and other investment securities. The Plan also contains investments in AEP common stock. These investments are exposed to various risk conditions of the individual fund objectives, stock and bond market fluctuations, interest rate changes, economic conditions, and world affairs and risks specific to AEP's business and operations. Due to the level of risk associated with certain investment securities and AEP common stock and the level of uncertainty related to changes in the value of investment securities and AEP common stock, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for benefits.

(3) Related-Party Transactions

Plan investments are managed by the Trustee and certain investment choices are funds offered by affiliates of the Trustee. The plan sponsor is AEP.

(4) Tax Status

The Plan obtained its latest determination letter dated September 29, 2006 in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the IRC. In the opinion of the plan administrator, the Plan is being operated in compliance with the plan documents and the applicable requirement of the IRC, and therefore, no provision for income taxes is required.

The Company discovered that for a total of 495 employees who terminated between January 1, 2001 and December 31, 2008, it failed to pay a single matching contribution to the Plan, which would have occurred on a contribution date in the year following termination. A Voluntary Fiduciary Compliance Program filing related to the missed matching contributions was made on April 1, 2011. The Company does not believe these operational errors will impact the tax status of the Plan and the Company intends to pay all costs associated with the corrections. The sum of all corrections as of December 31, 2009 will result in additional contributions of \$541,220, including estimated interest and penalties. The employer contribution receivable at December 31, 2009 includes a \$541,220 receivable from the Company. The Plan expects to remit the monies to the former employees during 2011.

Participant contributions of \$1,286,504 were not remitted to the plan's trust within the time frame required by the Department of Labor under the plan asset rules. A Voluntary Fiduciary Compliance Program filing will be filed on April 30, 2011 associated with the untimely remittances. The Company does not believe these operational errors will impact the tax status of the Plan.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

(5) Information Certified by the Trustee

Under the Department of Labor's Rules and Regulations 29 CFR 2520.103-8, information prepared and certified to by an entity, which is regulated, supervised, and subject to periodic examination by a state or federal agency need not be audited. The plan administrator has received certification from Fidelity of the Plan's investment portfolio as of December 31, 2009 and 2008, and for the year ended December 31, 2009, and for the period from September 2, 2008 to December 31, 2008. Certification was also received from Merrill for the period from January 1, 2008 to September 2, 2008. The Plan's financial statements have been prepared based on this certified information.

The following table represents individual investments, which exceed 5% of the Plan's net assets at December 31, 2009 and 2008:

	<u>2009</u>	<u>2008</u>
AEP Industries Inc. common stock	\$ 12,566,490	7,266,412
American Beacon Large Cap Value	5,916,323	4,250,550
Thornburg International Value	3,505,444	2,419,695
Fidelity Balanced	3,712,411	2,653,529
SEI Stable Asset	6,256,740	6,454,399
T. Rowe Price Retirement Funds	19,587,424	8,724,010
PIMCO Total Return	3,439,433	2,200,654

During 2009 and 2008, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows:

	<u>2009</u>	<u>2008</u>
AEP Industries Inc. common stock	\$ 8,123,109	(6,275,976)
Mutual funds	9,374,618	(12,927,783)
	<u>\$ 17,497,727</u>	<u>(19,203,759)</u>

The SEI Stable Asset Fund (the Fund) consists of fully benefit-responsive investment contracts. The Plan's interest in this investment is calculated by applying the Plan's ownership percentage in the Fund to the total fair value of the entire Fund. Average annual yields relating to the Fund are presented below:

	<u>2009</u>	<u>2008</u>
Based on annualized earnings of the Fund	3.69%	6.44%
Based on annualized earnings credited to the Fund participants	1.40%	3.27%

Crediting interest rates on the Fund are typically determined quarterly and are based on a formula used by the Fund, including the market value of the underlying assets, the current economic and market conditions and the general interest rate environment. There is no correlation between future crediting rates and the

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

adjustment from the contract value to the fair value as reported on the statement of net assets available for benefits. Certain events could limit the ability of the Plan to transact at the contract value with the issuers of the contracts held by the Fund. Specifically, any event outside the normal operation of the trust that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Such events could include, but are not limited to, the following: partial or complete legal termination of the trust or a unit holder, tax disqualification of the trust or a unit holder, and certain trust amendments if issuers' consent is not obtained, premature termination of contracts by the Fund, Plan termination, bankruptcy, significant credit event, partial plan termination or plan mergers, early retirement incentives that could cause significant withdrawals from the Plan and failure of the Plan to qualify under the applicable sections of the Internal Revenue Code. AEP does not believe that the occurrence of these events, which could limit the Plan's ability to transact at contract value with participants, is probable.

(6) Fair Value Measurements

Financial Accounting Standards Board Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the framework for measuring fair value and expanding disclosures about fair value measurements. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Plan has the ability to access. Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals. Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability. In instances where inputs used to measure fair value fall into different levels of the fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation.

The following is a description of the valuation methodologies used for investments measured at fair value, including the general classification of such investments in the fair value hierarchy.

AEP Industries, Inc. common stock – Valued at closing price reported on the Nasdaq.

Mutual funds – Valued at the net asset value (NAV) of shares held by the plan at period-end.

Bank commingled trust fund (SEI stable asset) – Valued based on the contract terms of the underlying guaranteed investment contract. The commingled trust fund is priced daily using a mil rate. The mil rate is a blend of the contracts' rate of return and the liquidity component's daily mil rate. The NAV is classified within Level 2 of the fair value hierarchy as the unit price is not quoted in an active market. However, the unit price is based on underlying investments, which are either traded on an active market or valued based on observable inputs such as market interest rates and quoted prices for similar securities.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

Below are the Plan's investments carried at fair value on a recurring basis by the fair value hierarchy levels described above as of December 31, 2009 and 2008.

December 31, 2009				
	Level I	Level II	Level III	Total
Cash fund	\$ —	—	—	—
AEP Industries Inc. – common stock	12,566,490	—	—	12,566,490
Mutual funds	42,944,458	—	—	42,944,458
Bank commingled trust fund	—	6,256,740	—	6,256,740
Total investments	<u>\$ 55,510,948</u>	<u>6,256,740</u>	<u>—</u>	<u>61,767,688</u>

December 31, 2008				
	Level I	Level II	Level III	Total
Cash fund	\$ 70,446	—	—	70,446
AEP Industries Inc. – common stock	7,266,412	—	—	7,266,412
Mutual funds	24,162,044	—	—	24,162,044
Bank commingled trust fund	—	6,454,399	—	6,454,399
Total investments	<u>\$ 31,498,902</u>	<u>6,454,399</u>	<u>—</u>	<u>37,953,301</u>

(7) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Form 5500:

	2009	2008
Net assets available for benefits per the financial statements	\$ 67,231,870	42,518,421
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(303,772)	(626,694)
Accrued interest on outstanding loans	(5,184)	(3,720)
Net assets available for benefits per Form 5500	<u>\$ 66,922,914</u>	<u>41,888,007</u>

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

December 31, 2009 and 2008

The following is a reconciliation of net increase (decrease) in net assets available for benefits per the financial statements to Form 5500:

	<u>2009</u>	<u>2008</u>
Total net increase (decrease) in net assets available for benefits per the financial statements	\$ 24,713,449	(14,925,464)
Net assets transferred from Atlantis acquisition	(4,041,913)	—
Cumulative effect from fair value to contract value for fully benefit-responsive investment contracts	322,922	(547,507)
Cumulative effect of accrued interest on outstanding loans	<u>(1,464)</u>	<u>1,113</u>
Total net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ 20,992,994</u>	<u>(15,471,858)</u>

(8) Subsequent Event

Recent market conditions have resulted in an unusually high degree of volatility and increased the risks and short-term liquidity associated with certain investments held by the Plan, which could impact the value of investments after the date of these financial statements. As of April 20, 2011, AEP's common stock decreased and was trading at \$28.77 per share, versus \$38.28 per share at December 31, 2009.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN
Schedule H, Line 4(a) – Schedule of Delinquent Participant Contributions
December 31, 2009

Participant contributions transferred late to plan	Total that constitute nonexempt prohibited transactions				
	Check here if late participant loan repayments are included	Contributions not corrected	Contributions corrected outside VFCP	Contributions pending correction in VFCP	Total fully corrected under VFCP and PTE 2002-51
\$ 1,286,504	*	1,152,667	—	—	133,837

* Includes participant loan repayments totaling \$268,655

See accompanying independent auditors' report.

AEP INDUSTRIES INC.
401(k) SAVINGS AND EMPLOYEE STOCK OWNERSHIP PLAN

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2009

Identity of issuer, borrower, lessor, or similar party	Description of investment including maturity date, interest rate, collateral, par or maturity value	Number of shares	Price per share	Current value
AEP Industries Inc.	Common stock of AEP Industries Inc.	328,251	\$ 38.28	12,566,490
Fidelity Trust Companies	SEI Stable Asset	6,560,512	—	6,256,740
T. Rowe Price	T. Rowe Price Retirement Funds	1,603,148	10.10 – 15.15	19,587,424
American Funds	American Funds Growth Fund	75,075	27.11	2,035,283
Thornburg*	Thornburg International Value	138,391	25.33	3,505,444
Vanguard*	Vanguard 500 Index	15,998	84.81	1,356,790
PIMCO*	PIMCO Total Return	318,466	10.80	3,439,433
Columbia	Columbia Small Cap Value II	86,816	10.99	954,108
Fidelity	Fidelity Balanced	226,920	16.36	3,712,411
American Funds	American Beacon Large Cap Value Plan	360,312	16.42	5,916,323
Royce	Royce Value Plus	102,338	11.24	1,150,279
Artisan	Artisan Mid Cap Value	29,034	17.98	522,031
Davis	Davis NY Venture	19,235	31.29	601,863
Munder	Munder Mid Cap Core Growth	7,190	22.68	163,069
Participant Loans*	Loan Fund 447 loans outstanding with various interest rates ranging from 4.25% to 10.50% maturing at various dates through 2018			2,421,220
				<u>\$ 64,188,908</u>

* Party in interest

See accompanying independent auditors' report.