

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
---	--	---

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>10/31/2010</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☒ the final return/report; ☐ an amended return/report; ☒ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☒ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan PLIANT CORPORATION SALARY DEFERRAL PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">007</td> </tr> <tr> <td colspan="2">1c Effective date of plan 05/01/2000</td> </tr> </table>	1b Three-digit plan number (PN) ▶	007	1c Effective date of plan 05/01/2000	
1b Three-digit plan number (PN) ▶	007				
1c Effective date of plan 05/01/2000					
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) PLIANT, LLC F/K/A PLIANT CORPORATION PO BOX 959 EVANSVILLE, IN 47706	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 43-2107725</td> </tr> <tr> <td>2c Sponsor's telephone number 812-424-2904</td> </tr> <tr> <td>2d Business code (see instructions) 325200</td> </tr> </table>	2b Employer Identification Number (EIN) 43-2107725	2c Sponsor's telephone number 812-424-2904	2d Business code (see instructions) 325200	
2b Employer Identification Number (EIN) 43-2107725					
2c Sponsor's telephone number 812-424-2904					
2d Business code (see instructions) 325200					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/13/2011	DAVID BERKMAN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") PLIANT, LLC F/K/A PLIANT CORPORATION PO BOX 959 EVANSVILLE, IN 47706	3b Administrator's EIN 43-2107725 3c Administrator's telephone number 812-424-2904
---	---

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

5 Total number of participants at the beginning of the plan year	5	3633
---	----------	------

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	0
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	0
d Subtotal. Add lines 6a , 6b , and 6c	6d	0
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	0
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	0

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
---	---

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)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection.

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 10/31/2010	
A Name of plan PLIANT CORPORATION SALARY DEFERRAL PLAN	B Three-digit plan number (PN) ▶ 007
C Plan sponsor's name as shown on line 2a of Form 5500 PLIANT, LLC F/K/A PLIANT CORPORATION	D Employer Identification Number (EIN) 43-2107725

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
SEI INVESTMENT MANAGEMENT CORP
04-2452803

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
STATE STREET GLOBAL MARKET, LLC
04-3464336

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

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

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

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

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

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

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

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

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

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)

(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 ☐

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 10/31/2010					
A Name of plan PLIANT CORPORATION SALARY DEFERRAL PLAN				B Three-digit plan number (PN) ▶ 007	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 PLIANT, LLC F/K/A PLIANT CORPORATION				D Employer Identification Number (EIN) 43-2107725	
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 PRIVATE 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) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>10/31/2010</u>		
A Name of plan <u>PLIANT CORPORATION SALARY DEFERRAL PLAN</u>	B Three-digit plan number (PN) ►	<u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLIANT, LLC F/K/A PLIANT CORPORATION</u>	D Employer Identification Number (EIN) <u>43-2107725</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
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	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	6358218	0
	(9) Value of interest in common/collective trusts	1c(9)	15700879	0
	(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)	58453507	0
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)	111436	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	80624040	0

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	80624040	0
---	-----------	----------	---

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	864104	
(B) Participants	2a(1)(B)	3076462	
(C) Others (including rollovers)	2a(1)(C)	59163	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3999729
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	229958	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		229958
(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)	302537	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		302537
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	985	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		985
(6) Net investment gain (loss) from common/collective trusts	2b(6)		75449
(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)		3175891
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		7784549

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8072895	
(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)		8072895
f Corrective distributions (see instructions)	2f		210626
g Certain deemed distributions of participant loans (see instructions).....	2g		
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)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		0
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		8283521

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-498972
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		80125068

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: **HARDING, SHYMANSKI & COMPANY**

(2) EIN: **35-1346211**

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.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		50000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....		X	
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	X		
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
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: 0

- 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)
BERRY PLASTICS CORPORATION EMPLOYEES' 401(K) PLAN	35-1814673	001

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 2010 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 10/31/2010

A Name of plan <u>PLIANT CORPORATION SALARY DEFERRAL PLAN</u>	B Three-digit plan number (PN) ▶ <u>007</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>PLIANT, LLC F/K/A PLIANT CORPORATION</u>	D Employer Identification Number (EIN) <u>43-2107725</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<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>56-1354495</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)
----------------	--

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
-----------------	-------------------

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
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2010
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): _____

***PLIANT CORPORATION
SALARY DEFERRAL PLAN***

Financial Report

September 30, 2010

**Draft
For Discussion Purposes Only**

CONTENTS

Independent Auditor's Report	Page 2
------------------------------	--------

Financial Statements:

Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5

Supplemental Schedules:

Schedule of Assets (Held at End of Year)	19
Schedule of Reportable Transactions	20

Draft
For Discussion Purposes Only

INDEPENDENT AUDITOR'S REPORT

Administrative Committee
Pliant Corporation Salary Deferral Plan
P.O. Box 959
Evansville, Indiana 47706

We were engaged to audit the accompanying statements of net assets available for benefits of the Pliant Corporation Salary Deferral Plan, as of September 30, 2010 and December 31, 2009, the related statement of changes in net assets available for benefits for the period ended September 30, 2010, and supplemental schedules for the period ended September 30, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor (DOL)'s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by SEI Private Trust Company (SEI), the trustee of the Plan, 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 a certification from the trustee as of September 30, 2010 and December 31, 2009 and for the period ended September 30, 2010 that information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As discussed in Note 8 to the financial statements, the Plan was merged in to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan effective October 1, 2010. All Plan assets and Plan liabilities were transferred to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan by October 8, 2010.

Evansville, Indiana
OPEN

PLIANT CORPORATION SALARY DEFERRAL PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2010 and December 31, 2009

	2010	2009
ASSETS		
Investments at fair value	74,989,469	74,265,821
Receivables		
Employer's contribution	0	86,878
Participants' contributions	0	166,945
Notes receivable from participants	5,071,098	6,358,218
	5,071,098	6,612,041
Total assets	80,060,567	80,877,862
LIABILITIES		
Due to Berry Plastics Employees 401(k) Retirement Plan, at fair value	80,060,567	0
Net assets reflecting investments at fair value	0	80,877,862
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	0	762,295
Net assets available for benefits	0	81,640,157

The accompanying notes are an integral part of these financial statements.

PLIANT CORPORATION SALARY DEFERRAL PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Period Ended September 30, 2010

Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	3,257,301
Interest and dividends	302,537
	<u>3,559,838</u>
Interest income on notes receivable from participants	<u>229,958</u>
Contributions	
Employer's	777,256
Participants'	2,909,517
Rollovers	59,163
	<u>3,745,936</u>
Total additions	7,535,732
Deductions from net assets attributed to:	
Benefits paid to participants	8,353,027
Pending transfer to Berry Plastics Employees 401(k) Retirement Plan	80,060,567
	<u>88,413,594</u>
Total deductions	88,413,594
Net decrease	(80,877,862)
Net assets available for benefits at beginning of year	<u>80,877,862</u>
Net assets available for benefits at end of year	<u><u>0</u></u>

The accompanying notes are an integral part of these financial statements.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 1 – Plan Description

The following description of the Pliant Corporation (Company) Salary Deferral Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and Transfer to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan

The Plan is a defined contribution plan which covers all employees of the Company who have completed one year of service and have worked at least 1,000 hours and are not covered by a collective bargaining agreement, unless the Plan specifically covers such employees so represented. The Plan is subject to the provisions of ERISA.

In April 2010, the Company decided to terminate the Plan and merge the assets into the Berry Plastics Employee 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan. The scheduled termination date was October 1, 2010. The balances were transferred out of this plan on October 1, 2010 at fair market value; thus, no adjustment to contract value is shown on the statement of net assets available for benefits as of September 30, 2010. On October 8, 2010, the assets were transferred into the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan.

**Draft
For Discussion Purposes Only**

Contributions

Each year, participants may contribute up to 100 percent of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers ten mutual funds and one stable value fund.

Effective February 1, 2010, the Company makes matching contributions equal to a percentage of the participant's elective deferrals. The Company matching contribution was equal to the following:

- 100 percent of salary deferrals, which do not exceed \$300, plus ten percent of the salary deferrals that exceed \$300.
- An additional matching amount equal to \$200 if the employee contributed at least \$1.
- An additional matching amount equal to \$150 if the employee contributed at least \$1,000 in the last Plan year.

Prior to February 1, 2010, the Company contributed 100 percent of the first three percent of base compensation that a participant contributed to the Plan excluding certain employees covered by a collective bargaining agreement whose limit was two and one half percent.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 1 – Plan Description (Continued)

Contributions (Continued)

The Plan provides for a profit sharing contribution to be made by the Company, generally equal to one percent of eligible compensation for each eligible employee. Employees are eligible for this contribution if the eligibility requirements to participate in the Plan have been met, employee is a member of the Calhoun or Chippewa Falls union, and the employee is employed on the last day of the Plan year. The contribution is made to the account of eligible employees whether or not the employee is contributing to the Plan. Effective February 1, 2010, the Plan no longer provides for the profit sharing contribution.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is either vested in Company contributions immediately or 100 percent vested after three years of credited service based upon applicable Plan provisions.

Notes Receivable from Participants

Effective February 1, 2010, participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance, whichever is less, and may have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.5 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. Loans granted prior to February 1, 2010 are not subject to the limitations above.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or in annual installments over a period of 20 years, in any event, not to exceed the life expectancy of the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants may request a hardship withdrawal of a portion of their account attributable to participant deferrals. Any hardship withdrawal is limited to the amount needed to meet the financial need.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 1 – Plan Description (Continued)

Forfeited Accounts

At September 30, 2010 and December 31, 2009, forfeited non-vested accounts totaled \$7,513 and \$11,596, respectively. These accounts will be used to reduce future employer contributions.

Note 2 – Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

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 a contract value basis for the year ended December 31, 2009. On October 1, 2010, the balances were transferred out of this Plan at fair market value; thus, no adjustment to contract value is shown on the statement of changes in net assets available for benefits as of September 30, 2010.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 2 – Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition (Continued)

Investments in common or collective investment trusts are valued at the purchase or redemption price of the shares of participation as determined by SEI and are based on the quoted market value of the underlying investments in the trust. The value is determined by using the information reported by the investment advisor using audited financial statements of the collective trust at year-end.

Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

**Draft
For Discussion Purposes Only**

All expenses of maintaining the Plan are paid by the Company.

Subsequent Events

The Plan has evaluated subsequent events through OPEN, the date the financial statements were available to be issued.

Reclassification

Certain items in the December 31, 2009 financial statements have been reclassified to conform to the September 30, 2010 classifications.

Recently Issued Accounting Standards

Notes Receivable from Participants

In September 2010, the Financial Accounting Standards Board (FASB) issued an amendment, Plan Accounting – Defined Contribution Pension Plans (Topic 962): “Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25)”, which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment requires retrospective application to all periods presented.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 2 – Significant Accounting Policies (Continued)

Notes Receivable from Participants (Continued)

This amendment was adopted for the period ended September 30, 2010, and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling \$5,071,098 and \$6,358,218 from investments to notes receivable as of September 30, 2010 and December 31, 2009, respectively. There was no impact to the net assets as of September 30, 2010 and December 31, 2009, as a result of this adoption.

Improving Disclosures about Fair Value Measurements

The FASB issued ASU 2010-6 “Improving Disclosures about Fair Value Measurements”, which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and those disclosures should include a discussion of inputs and valuation techniques. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes.

Draft

With respect to matters other than Level 3 measurements, the amendment was effective for fiscal periods beginning on or after December 15, 2009 and was adopted by the Plan. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and has not yet been adopted. The Plan is currently evaluating the impact of the guidance related to Level 3 measurements on its disclosures.

For Discussion Purposes Only

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 3 – Summary of Financial Data Certified by the Trustee

The following is a summary of the Plan's financial information as of September 30, 2010 and December 31, 2009, and for the period ended September 30, 2010, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that the following assets are complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedules related to the following assets.

<u>Net Assets Available for Benefits Held by Trustee</u>	<u>2010</u>	<u>2009</u>
Investments	74,989,469	74,265,821
Notes receivable from participants	<u>5,071,098</u>	<u>6,358,218</u>
	<u>80,060,567</u>	<u>80,624,039</u>

Draft

Statement of Changes in Net Assets Available for Benefits

Investment income	
Net appreciation in fair value of investments	3,257,301
Interest and dividends	<u>302,537</u>
	3,559,838
Interest income on notes receivable from participants	<u>229,958</u>
	<u>3,789,796</u>

The trustee maintains the Plan's financial data on the modified accrual basis of accounting. Differences between the data summarized above and that included in the accompanying financial statements have resulted from contributions receivable not being recorded by the trustee until received.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 4 – Investments

The following presents investments that represent five percent or more of the Plan's net assets.

	<u>2010</u>	<u>2009</u>
SEI Stable Asset Fund Class A	12,320,434	15,700,878
SEI Large Cap Disciplined Equity	12,046,117	11,978,177
SEI Aggressive Strategy - A	11,844,396	10,318,769
SEI Market Growth Strategy - A	10,564,517	9,724,508
SEI Small to Mid-Cap Equity	8,937,262	8,156,648
SEI Institutional Managed Trust	7,322,586	6,849,797
SEI Core Fixed Income Portfolio	5,590,845	5,169,187
SEI World Equity	5,157,058	5,011,725

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	Draft	3,102,376
Common collective trust fund	For Discussion Purposes Only	<u>154,925</u>
		<u><u>3,257,301</u></u>

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements

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

- | | |
|---------|---|
| Level 1 | Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access. |
| Level 2 | <p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p style="text-align: center; color: red; font-weight: bold;">Draft
For Discussion Purposes Only</p> <p>If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p> |
| Level 3 | Inputs to the valuation methodology are unobservable and significant to the fair value measurement. |

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2010 and December 31, 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common collective trust: Valued based on their underlying investments, which consist of collective trust funds and short-term investment funds whose value is derived from their respective NAV. The collective trust funds consist of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. Investments in units of collective trust funds and short-term investment funds are valued at their respective NAV as reported by the funds daily.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2010 and December 31, 2009.

Investments at Fair Value as of September 30, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	49,369,903			49,369,903
Fixed income funds	13,299,101			13,299,101
Other	31			31
Total mutual funds	62,669,035	0	0	62,669,035
Investment Contract with SEI Private Trust Company (Note 6)		12,320,434		12,320,434
Total investments at fair value	62,669,035	12,320,434	0	74,989,469
Investments at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	45,994,826			45,994,826
Fixed income funds	12,458,681			12,458,681
Other	111,436			111,436
Total mutual funds	58,564,943	0	0	58,564,943
Investment Contract with SEI Private Trust Company (Note 6)		15,700,878		15,700,878
Total investments at fair value	58,564,943	15,700,878	0	74,265,821

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements (Continued)

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of September 30, 2010 and December 31, 2009:

	2010			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Asset Common Collective Trust Fund	<u>12,320,434</u>	<u>0</u>	Quarterly	12 months
Total investments at fair value	<u><u>12,320,434</u></u>	<u><u>0</u></u>		
	2009			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Asset Common Collective Trust Fund	<u>15,700,878</u>	<u>0</u>	Quarterly	12 months
Total investments at fair value	<u><u>15,700,878</u></u>	<u><u>0</u></u>		

The SEI Stable Asset Common Collective Trust Fund invests in guaranteed investment contracts (GICs) and other investment products (separate account contracts, synthetic GICs and collective investment trusts) with similar characteristics. An investment contract is a contract issued by a financial institution or insurance company to provide a stated rate of return to the buyer of the contract for a specified period of time. The issuer guarantees that all qualified participant withdrawals will occur at contract value. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Separate account contracts are similar in structure to traditional GICs, except that the underlying assets are held in a separate account contract for the benefit of the Trust. The interest crediting rate is based upon the characteristics of the underlying assets. The issuer guarantees that all qualified participant withdrawals will occur at contract value.

A synthetic GIC is an investment contract issued by an insurance company or bank, backed by a portfolio of bonds as well as other fixed income securities that are owned by the Trust. These assets underlying the wrap contract are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. The issuer guarantees that all qualified participant withdrawals will occur at contract value.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 6 – Guaranteed Investment Contract with Insurance Company

In 2005, the Plan entered into a benefit-responsive investment contract with SEI. SEI maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by SEI. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits for the year ended December 31, 2010. Contract value, as reported to the Plan by SEI, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. For the year ended September 30, 2010, all investments were transferred out of this Plan at fair value; thus, no adjustment to contract value is shown on the statement of net assets available for benefits as of September 30, 2010.

Draft
For Discussion Purposes Only

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at September 30, 2010 and December 31, 2009 was \$15,700,878 and \$12,320,434, respectively. The minimum crediting interest rates for the contract for the period ended September 30, 2010 and year ended December 31, 2009 were zero percent, respectively. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 6 – Guaranteed Investment Contract with Insurance Company (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	<u>2010</u>	<u>2009</u>
Based on actual earnings	1.63%	3.69%
Based on interest rate credited to participants	0.89%	1.40%

Note 7 – Related Party Transactions

Certain Plan investments consist of shares of mutual funds managed by SEI. SEI is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions and have been disclosed as such. There were no fees paid by the Plan for the investment management services for the period ended September 30, 2010.

The Company provides certain administrative services at no cost to the Plan.

Draft
For Discussion Purposes Only

Note 8 – Plan Termination

The Board of Directors of the Company unanimously voted to terminate the Plan effective October 1, 2010 and all contributions were discontinued. All assets and liabilities were transferred into the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan as directed in October 2010.

Note 9 – Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated January 15, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although, the Plan has been amended since receiving the determination letter, the Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 9 – Tax Status (Continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 10 – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Draft

For Discussion Purposes Only

Note 11 – Reconciliation of Financial Statements to Form 5500 – OPEN FOR CHANGES IN NET ASSETS RECONCILIATION

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

	<u>2010</u>	<u>2009</u>
Net assets available for benefits		
per the financial statements, at contract	0	81,640,157
Differences in:		
Receivables - Employer's contributions	0	(86,878)
Receivables - Participants' contributions	0	(166,945)
Investments - adjustment from fair value to contract value		
for fully benefit-responsive investment contracts	<u>0</u>	<u>(762,294)</u>
Net assets available for benefits per the Form 5500	<u><u>0</u></u>	<u><u>80,624,040</u></u>

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 12 – Plan Amendments

Effective February 1, 2010, the Plan was amended to reflect the following: a) Employees hired after February 1, 2010 must complete at least one year of service before becoming eligible; b) Participants may elect to contribute a whole percentage of his/her compensation up to the maximum allowed by applicable law; c) Matching contributions for participants who are not subject to the provisions of a collective bargaining agreement will now be 100 percent of each dollar of deferrals for the first \$300 contributed, ten percent of deferrals in excess of \$300 contributed, plus \$200 if a participant contributes \$1 annually, plus \$150 if a participant contributes \$1,000 annually; and d) Participants may have only one outstanding loan at any time.

Effective August 1, 2010, the Plan was amended so that the Company will no longer be required to make a profit sharing contribution for Calhoun union members; however, the Company will make a matching contribution to these union members in the amount of 100 percent of the first three percent contributed by each union member.

Effective October 1, 2010, the Plan was amended to reflect a merger of the Plan's assets and liabilities, including outstanding participant loans, into the Berry Plastics Employees 401(k) Retirement Plan and Berry Plastics Bargaining Unit 401(k) Plan, retirement plans of Berry Plastics Corporation.

Draft
For Discussion Purposes Only

--- SUPPLEMENTAL SCHEDULES ---
For Discussion Purposes Only

PLIANT CORPORATION SALARY DEFERRAL PLAN

EIN# 43-2107725

PLAN #007

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Investments at Fair Value			
*	SEI Aggressive Strategy - A	Mutual Fund		11,844,396
*	SEI Conservative Strategy - A	Mutual Fund		385,670
*	SEI Institutional Managed Trust	Mutual Fund		7,322,586
*	SEI Core Fixed Income Portfolio	Mutual Fund		5,590,845
*	SEI World Equity	Mutual Fund		5,157,058
*	SEI Small to Mid-Cap Equity	Mutual Fund		8,937,262
*	SEI Large Cap Disciplined Equity	Mutual Fund		12,046,117
*	SEI Market Growth Strategy - A	Mutual Fund		10,564,517
*	SEI Moderated Strategy - A	Mutual Fund		820,553
*	SEI Self Directed Brokerage Account	Mutual Fund		31
				<u>62,669,035</u>
	Plan Assets at Estimated Fair Value			
*	Notes receivable from participants	Notes receivable Highest interest rate - 10.5% Lowest interest rate - 4.25% through September 2015		<u>5,071,098</u>
	Investments at Value Quoted by the Trust			
*	SEI Stable Asset Fund Class A	Common Collective Trust		<u>12,320,434</u>
	Investments at fair value			<u>80,060,567</u>
	Adjustment from fair value to contract value for fully benefit-responsive investment contracts			<u>0</u>
	Investments, at contract value			<u>80,060,567</u>

* Party-in-interest

See auditor's report.

PLIANT CORPORATION SALARY DEFERRAL PLAN

EIN# 43-2107725

PLAN #007

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2010

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Issuer	SEI Institutional Managed Trust		7,322,586	N/A	7,775,501	7,775,501	(452,915)
Issuer	SEI Core Fixed Income Portfolio		5,590,845	N/A	4,626,347	4,626,347	964,498
Issuer	SEI Market Growth Strategy A		10,564,517	N/A	10,763,104	10,763,104	(198,587)
Issuer	SEI Aggressive Strategy A		11,844,396	N/A	12,174,762	12,174,762	(330,366)
Issuer	SEI World Equity		5,157,058	N/A	5,806,186	5,806,186	(649,128)
Issuer	SEI Small to Mid Cap Equity		8,937,262	N/A	8,475,125	8,475,125	462,137
Issuer	SEI Large Cap Disciplined Equity		12,046,116	N/A	13,532,234	13,532,234	(1,486,118)

Draft
For Discussion Purposes Only

See auditor's report.

***PLIANT CORPORATION
SALARY DEFERRAL PLAN***

Financial Report

September 30, 2010

CONTENTS

Independent Auditor's Report	Page 2
------------------------------	--------

Financial Statements:

Statements of Net Assets Available for Benefits	3
Statement of Changes in Net Assets Available for Benefits	4
Notes to Financial Statements	5

Supplemental Schedules:

Schedule of Assets (Held at End of Year)	18
Schedule of Reportable Transactions	19

INDEPENDENT AUDITOR'S REPORT

Administrative Committee
Pliant Corporation Salary Deferral Plan
P.O. Box 959
Evansville, Indiana 47706



**HARDING, SHYMANSKI
& COMPANY, P.S.C.**

Certified Public Accountants
and Consultants

21 S.E. Third Street, Suite 500
Evansville, IN 47735-3677

(812) 464-9161
Fax (812) 465-7811

An Independently
Owned Member,
McGladrey Alliance

We were engaged to audit the accompanying statements of net assets available for benefits of the Pliant Corporation Salary Deferral Plan, as of September 30, 2010 and December 31, 2009, the related statement of changes in net assets available for benefits for the period ended September 30, 2010, and supplemental schedules for the period ended September 30, 2010. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the United States Department of Labor (DOL)'s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 (ERISA), the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by SEI Private Trust Company (SEI), the trustee of the Plan, 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 a certification from the trustee as of September 30, 2010 and December 31, 2009 and for the period ended September 30, 2010 that information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, 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 trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the United States DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

As discussed in Note 8 to the financial statements, the Plan was merged in to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan effective October 1, 2010. All Plan assets and Plan liabilities were transferred to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan by October 8, 2010.

Harding, Shymanski & Company, P.S.C.
Evansville, Indiana
October 6, 2011

PLIANT CORPORATION SALARY DEFERRAL PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

September 30, 2010 and December 31, 2009

	2010	2009
<hr/>		
ASSETS		
Investments at fair value	74,989,469	74,265,821
Receivables		
Employer's contribution	0	86,878
Participants' contributions	0	166,945
Notes receivable from participants	<u>5,071,098</u>	<u>6,358,218</u>
	<u>5,071,098</u>	<u>6,612,041</u>
Total assets	<u>80,060,567</u>	<u>80,877,862</u>
 LIABILITIES		
Due to Berry Plastics Employees 401(k) Retirement Plan, at fair value	<u>80,060,567</u>	<u>0</u>
Net assets reflecting investments at fair value	0	80,877,862
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>0</u>	<u>762,295</u>
Net assets available for benefits	<u><u>0</u></u>	<u><u>81,640,157</u></u>

The accompanying notes are an integral part of these financial statements.

PLIANT CORPORATION SALARY DEFERRAL PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Period Ended September 30, 2010

Additions to net assets attributed to:	
Investment income	
Net appreciation in fair value of investments	3,257,301
Interest and dividends	<u>302,537</u>
	<u>3,559,838</u>
 Interest income on notes receivable from participants	 <u>229,958</u>
 Contributions	
Employer's	777,256
Participants'	2,909,517
Rollovers	<u>59,163</u>
	<u>3,745,936</u>
 Total additions	 7,535,732
 Deductions from net assets attributed to:	
Benefits paid to participants	8,353,027
Pending transfer to Berry Plastics Employees 401(k) Retirement Plan	<u>80,060,567</u>
 Total deductions	 88,413,594
 Net decrease	 (80,877,862)
 Net assets available for benefits at beginning of year	 <u>80,877,862</u>
 Net assets available for benefits at end of year	 <u><u>0</u></u>

The accompanying notes are an integral part of these financial statements.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 1 – Plan Description

The following description of the Pliant Corporation (Company) Salary Deferral Plan (Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General and Transfer to the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan

The Plan is a defined contribution plan which covers all employees of the Company who have completed one year of service and have worked at least 1,000 hours and are not covered by a collective bargaining agreement, unless the Plan specifically covers such employees so represented. The Plan is subject to the provisions of ERISA.

In April 2010, the Company decided to terminate the Plan and merge the assets into the Berry Plastics Employee 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan. The scheduled termination date was October 1, 2010. The balances were transferred out of this plan on October 1, 2010 at fair market value; thus, no adjustment to contract value is shown on the statement of net assets available for benefits as of September 30, 2010. On October 8, 2010, the assets were transferred into the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan.

Contributions

Each year, participants may contribute up to 100 percent of their pretax annual compensation, as defined in the Plan. Participants who have attained age 50 before the end of Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers ten mutual funds and one stable value fund.

Effective February 1, 2010, the Company makes matching contributions equal to a percentage of the participant's elective deferrals. The Company matching contribution was equal to the following:

- 100 percent of salary deferrals, which do not exceed \$300, plus ten percent of the salary deferrals that exceed \$300.
- An additional matching amount equal to \$200 if the employee contributed at least \$1.
- An additional matching amount equal to \$150 if the employee contributed at least \$1,000 in the last Plan year.

Prior to February 1, 2010, the Company contributed 100 percent of the first three percent of base compensation that a participant contributed to the Plan excluding certain employees covered by a collective bargaining agreement whose limit was two and one half percent.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 1 – Plan Description (Continued)

Contributions (Continued)

The Plan provides for a profit sharing contribution to be made by the Company, generally equal to one percent of eligible compensation for each eligible employee. Employees are eligible for this contribution if the eligibility requirements to participate in the Plan have been met, employee is a member of the Calhoun or Chippewa Falls union, and the employee is employed on the last day of the Plan year. The contribution is made to the account of eligible employees whether or not the employee is contributing to the Plan. Effective February 1, 2010, the Plan no longer provides for the profit sharing contribution.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings, and charged with an allocation of administrative expenses. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Company's contribution portion of their accounts is based on years of continuous service. A participant is either vested in Company contributions immediately or 100 percent vested after three years of credited service based upon applicable Plan provisions.

Notes Receivable from Participants

Effective February 1, 2010, participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50 percent of their account balance, whichever is less, and may have one loan outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at rates that range from 4.25 percent to 10.5 percent, which are commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest are paid ratably through monthly payroll deductions. Loans granted prior to February 1, 2010 are not subject to the limitations above.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account or in annual installments over a period of 20 years, in any event, not to exceed the life expectancy of the participant. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump-sum distribution. Participants may request a hardship withdrawal of a portion of their account attributable to participant deferrals. Any hardship withdrawal is limited to the amount needed to meet the financial need.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS
September 30, 2010 and December 31, 2009

Note 1 – Plan Description (Continued)

Forfeited Accounts

At September 30, 2010 and December 31, 2009, forfeited non-vested accounts totaled \$7,513 and \$11,596, respectively. These accounts will be used to reduce future employer contributions.

Note 2 – Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting.

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 a contract value basis for the year ended December 31, 2009. On October 1, 2010, the balances were transferred out of this Plan at fair market value; thus, no adjustment to contract value is shown on the statement of changes in net assets available for benefits as of September 30, 2010.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition

Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 2 – Significant Accounting Policies (Continued)

Investment Valuation and Income Recognition (Continued)

Investments in common or collective investment trusts are valued at the purchase or redemption price of the shares of participation as determined by SEI and are based on the quoted market value of the underlying investments in the trust. The value is determined by using the information reported by the investment advisor using audited financial statements of the collective trust at year-end.

Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All expenses of maintaining the Plan are paid by the Company.

Subsequent Events

The Plan has evaluated subsequent events through October 6, 2011, the date the financial statements were available to be issued.

Reclassification

Certain items in the December 31, 2009 financial statements have been reclassified to conform to the September 30, 2010 classifications.

Recently Issued Accounting Standards

Notes Receivable from Participants

In September 2010, the Financial Accounting Standards Board (FASB) issued an amendment, Plan Accounting – Defined Contribution Pension Plans (Topic 962): “Reporting Loans to Participants by Defined Contribution Pension Plans (ASU 2010-25)”, which provides guidance on how loans to participants should be classified and measured by defined contribution pension plans. This amendment requires that participant loans be classified as notes receivable from participants, which are segregated from Plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. This amendment requires retrospective application to all periods presented.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 2 – Significant Accounting Policies (Continued)

Notes Receivable from Participants (Continued)

This amendment was adopted for the period ended September 30, 2010, and retrospectively applied to December 31, 2009. Prior year amounts and disclosures have been revised to reflect the retrospective application of adopting this new amendment. The adoption resulted in a reclassification of participant loans totaling \$5,071,098 and \$6,358,218 from investments to notes receivable as of September 30, 2010 and December 31, 2009, respectively. There was no impact to the net assets as of September 30, 2010 and December 31, 2009, as a result of this adoption.

Improving Disclosures about Fair Value Measurements

The FASB issued ASU 2010-6 “Improving Disclosures about Fair Value Measurements”, which requires new disclosures and reasons for transfers of financial assets and liabilities between Levels 1 and 2. This amendment also clarifies that fair value measurement disclosures are required for each class of financial assets and liabilities, and those disclosures should include a discussion of inputs and valuation techniques. It further clarifies that the reconciliation of Level 3 measurements should separately present purchases, sales, issuances, and settlements instead of netting these changes.

With respect to matters other than Level 3 measurements, the amendment was effective for fiscal periods beginning on or after December 15, 2009 and was adopted by the Plan. The guidance related to Level 3 measurements is effective for periods beginning on or after December 15, 2010 and has not yet been adopted. The Plan is currently evaluating the impact of the guidance related to Level 3 measurements on its disclosures.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 3 – Summary of Financial Data Certified by the Trustee

The following is a summary of the Plan's financial information as of September 30, 2010 and December 31, 2009, and for the period ended September 30, 2010, included throughout the Plan's financial statements and supplemental schedules, that was prepared by or derived from information provided by the trustee and furnished to the Plan administrator. The Plan administrator has obtained certifications from the trustee that the following assets are complete and accurate. Accordingly, as permitted by 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, the Plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to the information which appears throughout the financial statements and supplemental schedules related to the following assets.

<u>Net Assets Available for Benefits Held by Trustee</u>	<u>2010</u>	<u>2009</u>
Investments	74,989,469	74,265,821
Notes receivable from participants	<u>5,071,098</u>	<u>6,358,218</u>
	<u>80,060,567</u>	<u>80,624,039</u>

Statement of Changes in Net Assets Available for Benefits

Investment income	
Net appreciation in fair value of investments	3,257,301
Interest and dividends	<u>302,537</u>
	3,559,838
Interest income on notes receivable from participants	<u>229,958</u>
	<u>3,789,796</u>

The trustee maintains the Plan's financial data on the modified accrual basis of accounting. Differences between the data summarized above and that included in the accompanying financial statements have resulted from contributions receivable not being recorded by the trustee until received.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 4 – Investments

The following presents investments that represent five percent or more of the Plan's net assets.

	<u>2010</u>	<u>2009</u>
SEI Stable Asset Fund Class A	12,320,434	15,700,878
SEI Large Cap Disciplined Equity	12,046,117	11,978,177
SEI Aggressive Strategy - A	11,844,396	10,318,769
SEI Market Growth Strategy - A	10,564,517	9,724,508
SEI Small to Mid-Cap Equity	8,937,262	8,156,648
SEI Institutional Managed Trust	7,322,586	6,849,797
SEI Core Fixed Income Portfolio	5,590,845	5,169,187
SEI World Equity	5,157,058	5,011,725

During 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value as follows:

Mutual funds	3,102,376
Common collective trust fund	<u>154,925</u>
	<u><u>3,257,301</u></u>

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements

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

Level 1	Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
Level 2	<p>Inputs to the valuation methodology include:</p> <ul style="list-style-type: none">• Quoted prices for similar assets or liabilities in active markets;• Quoted prices for identical or similar assets or liabilities in inactive markets;• Inputs other than quoted prices that are observable for the asset or liability;• Inputs that are derived principally from or corroborated by observable market data by correlation or other means. <p>If the asset or liability has a specific (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.</p>
Level 3	Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following are descriptions of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at September 30, 2010 and December 31, 2009.

Mutual funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Common collective trust: Valued based on their underlying investments, which consist of collective trust funds and short-term investment funds whose value is derived from their respective NAV. The collective trust funds consist of bonds and asset-backed securities whose value is derived from observable inputs based on the pricing of similar instruments that are publicly traded. Investments in units of collective trust funds and short-term investment funds are valued at their respective NAV as reported by the funds daily.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements (Continued)

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of September 30, 2010 and December 31, 2009.

Investments at Fair Value as of September 30, 2010				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	49,369,903			49,369,903
Fixed income funds	13,299,101			13,299,101
Other	31			31
Total mutual funds	62,669,035	0	0	62,669,035
Investment Contract with SEI Private Trust Company (Note 6)		12,320,434		12,320,434
Total investments at fair value	62,669,035	12,320,434	0	74,989,469
Investments at Fair Value as of December 31, 2009				
	Level 1	Level 2	Level 3	Total
Mutual funds:				
Equity funds	45,994,826			45,994,826
Fixed income funds	12,458,681			12,458,681
Other	111,436			111,436
Total mutual funds	58,564,943	0	0	58,564,943
Investment Contract with SEI Private Trust Company (Note 6)		15,700,878		15,700,878
Total investments at fair value	58,564,943	15,700,878	0	74,265,821

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS September 30, 2010 and December 31, 2009

Note 5 – Fair Value Measurements (Continued)

The following table sets forth additional disclosures of the Plan's investments whose fair value is estimated using NAV per share (or its equivalent) as of September 30, 2010 and December 31, 2009:

	2010			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Asset Common Collective Trust Fund	<u>12,320,434</u>	<u>0</u>	Quarterly	12 months
Total investments at fair value	<u><u>12,320,434</u></u>	<u><u>0</u></u>		
	2009			
	<u>Fair Value</u>	<u>Unfunded Commitment</u>	<u>Redemption Frequency</u>	<u>Redemption Notice Period</u>
Stable Asset Common Collective Trust Fund	<u>15,700,878</u>	<u>0</u>	Quarterly	12 months
Total investments at fair value	<u><u>15,700,878</u></u>	<u><u>0</u></u>		

The SEI Stable Asset Common Collective Trust Fund invests in guaranteed investment contracts (GICs) and other investment products (separate account contracts, synthetic GICs and collective investment trusts) with similar characteristics. An investment contract is a contract issued by a financial institution or insurance company to provide a stated rate of return to the buyer of the contract for a specified period of time. The issuer guarantees that all qualified participant withdrawals will occur at contract value. GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date.

Separate account contracts are similar in structure to traditional GICs, except that the underlying assets are held in a separate account contract for the benefit of the Trust. The interest crediting rate is based upon the characteristics of the underlying assets. The issuer guarantees that all qualified participant withdrawals will occur at contract value.

A synthetic GIC is an investment contract issued by an insurance company or bank, backed by a portfolio of bonds as well as other fixed income securities that are owned by the Trust. These assets underlying the wrap contract are maintained separate from the contract issuer's general assets, usually by a third party custodian. The wrapper contracts are obligated to provide an interest rate not less than zero. The issuer guarantees that all qualified participant withdrawals will occur at contract value.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 6 – Guaranteed Investment Contract with Insurance Company

In 2005, the Plan entered into a benefit-responsive investment contract with SEI. SEI maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract is included in the financial statements at contract value as reported to the Plan by SEI. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan.

As described in Note 2, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. The guaranteed investment contract is presented on the face of the statement of net assets available for benefits at fair value with an adjustment to contract value in arriving at net assets available for benefits for the year ended December 31, 2010. Contract value, as reported to the Plan by SEI, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. For the year ended September 30, 2010, all investments were transferred out of this Plan at fair value; thus, no adjustment to contract value is shown on the statement of net assets available for benefits as of September 30, 2010.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at September 30, 2010 and December 31, 2009 was \$15,700,878 and \$12,320,434, respectively. The minimum crediting interest rates for the contract for the period ended September 30, 2010 and year ended December 31, 2009 were zero percent, respectively. Such interest rates are reviewed on a quarterly basis for resetting.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan Documents (including complete or partial Plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 6 – Guaranteed Investment Contract with Insurance Company (Continued)

The guaranteed investment contract does not permit the insurance company to terminate the agreement prior to the scheduled maturity date.

Average yields:	<u>2010</u>	<u>2009</u>
Based on actual earnings	1.63%	3.69%
Based on interest rate credited to participants	0.89%	1.40%

Note 7 – Related Party Transactions

Certain Plan investments consist of shares of mutual funds managed by SEI. SEI is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions and have been disclosed as such. There were no fees paid by the Plan for the investment management services for the period ended September 30, 2010.

The Company provides certain administrative services at no cost to the Plan.

Note 8 – Plan Termination

The Board of Directors of the Company unanimously voted to terminate the Plan effective October 1, 2010 and all contributions were discontinued. All assets and liabilities were transferred into the Berry Plastics Employees 401(k) Retirement Plan and the Berry Plastics Bargaining Unit 401(k) Plan as directed in October 2010.

Note 9 – Tax Status

The Internal Revenue Service (IRS) has determined and informed the Company by a letter dated January 15, 2002, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although, the Plan has been amended since receiving the determination letter, the Plan's administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and; therefore, believe that the Plan is qualified and the related trust is tax-exempt.

PLIANT CORPORATION SALARY DEFERRAL PLAN

NOTES TO FINANCIAL STATEMENTS

September 30, 2010 and December 31, 2009

Note 9 – Tax Status (Continued)

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of September 30, 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2007.

Note 10 – Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 11 – Plan Amendments

Effective February 1, 2010, the Plan was amended to reflect the following: a) Employees hired after February 1, 2010 must complete at least one year of service before becoming eligible; b) Participants may elect to contribute a whole percentage of his/her compensation up to the maximum allowed by applicable law; c) Matching contributions for participants who are not subject to the provisions of a collective bargaining agreement will now be 100 percent of each dollar of deferrals for the first \$300 contributed, ten percent of deferrals in excess of \$300 contributed, plus \$200 if a participant contributes \$1 annually, plus \$150 if a participant contributes \$1,000 annually; and d) Participants may have only one outstanding loan at any time.

Effective August 1, 2010, the Plan was amended so that the Company will no longer be required to make a profit sharing contribution for Calhoun union members; however, the Company will make a matching contribution to these union members in the amount of 100 percent of the first three percent contributed by each union member.

Effective October 1, 2010, the Plan was amended to reflect a merger of the Plan's assets and liabilities, including outstanding participant loans, into the Berry Plastics Employees 401(k) Retirement Plan and Berry Plastics Bargaining Unit 401(k) Plan, retirement plans of Berry Plastics Corporation.

--- SUPPLEMENTAL SCHEDULES ---

PLIANT CORPORATION SALARY DEFERRAL PLAN

EIN# 43-2107725

PLAN #007

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

September 30, 2010

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor, or similar party	Description of investment including maturity date, rate of interest, collateral, par, or maturity value	Cost	Current value
	Investments at Fair Value			
*	SEI Aggressive Strategy - A	Mutual Fund		11,844,396
*	SEI Conservative Strategy - A	Mutual Fund		385,670
*	SEI Institutional Managed Trust	Mutual Fund		7,322,586
*	SEI Core Fixed Income Portfolio	Mutual Fund		5,590,845
*	SEI World Equity	Mutual Fund		5,157,058
*	SEI Small to Mid-Cap Equity	Mutual Fund		8,937,262
*	SEI Large Cap Disciplined Equity	Mutual Fund		12,046,117
*	SEI Market Growth Strategy - A	Mutual Fund		10,564,517
*	SEI Moderated Strategy - A	Mutual Fund		820,553
*	SEI Self Directed Brokerage Account	Mutual Fund		31
				<u>62,669,035</u>
	Plan Assets at Estimated Fair Value			
*	Notes receivable from participants	Notes receivable Highest interest rate - 10.5% Lowest interest rate - 4.25% through September 2015		<u>5,071,098</u>
	Investments at Value Quoted by the Trust			
*	SEI Stable Asset Fund Class A	Common Collective Trust		<u>12,320,434</u>
	Investments at fair value			<u>80,060,567</u>
	Adjustment from fair value to contract value for fully benefit-responsive investment contracts			<u>0</u>
	Investments, at contract value			<u>80,060,567</u>
* Party-in-interest				

See auditor's report.

PLIANT CORPORATION SALARY DEFERRAL PLAN

EIN# 43-2107725

PLAN #007

ATTACHMENT TO SCHEDULE H, PART IV, LINE 4j

SCHEDULE OF REPORTABLE TRANSACTIONS

September 30, 2010

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
Identity of Party Involved	Description of Assets	Purchase Price	Selling Price	Transaction Expense	Cost of Asset	Current Value of Asset on Transaction Date	Net Gain (Loss)
Issuer	SEI Institutional Managed Trust		7,322,586	N/A	7,775,501	7,775,501	(452,915)
Issuer	SEI Core Fixed Income Portfolio		5,590,845	N/A	4,626,347	4,626,347	964,498
Issuer	SEI Market Growth Strategy A		10,564,517	N/A	10,763,104	10,763,104	(198,587)
Issuer	SEI Aggressive Strategy A		11,844,396	N/A	12,174,762	12,174,762	(330,366)
Issuer	SEI World Equity		5,157,058	N/A	5,806,186	5,806,186	(649,128)
Issuer	SEI Small to Mid Cap Equity		8,937,262	N/A	8,475,125	8,475,125	462,137
Issuer	SEI Large Cap Disciplined Equity		12,046,116	N/A	13,532,234	13,532,234	(1,486,118)

See auditor's report.