

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). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2010 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2010 or fiscal plan year beginning <u>01/01/2010</u> and ending <u>12/31/2010</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 <u>GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D</u>	1b Three-digit plan number (PN) ►	<u>015</u>	
	1c Effective date of plan	<u>01/01/2005</u>	
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>GRAHAM PACKAGING COMPANY, L.P.</u> <u>2401 PLEASANT VALLEY ROAD</u> <u>YORK, PA 17402</u>	2b Employer Identification Number (EIN) <u>23-2786688</u>	2c Sponsor's telephone number <u>717-849-8500</u>	2d Business code (see instructions) <u>326100</u>

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	<u>Filed with authorized/valid electronic signature.</u>	<u>10/17/2011</u>	<u>WILLIAM HENNESSEY</u>
	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") GRAHAM PACKAGING COMPANY, L.P. 2401 PLEASANT VALLEY ROAD YORK, PA 17402	3b Administrator's EIN 23-2786688 3c Administrator's telephone number 717-849-8500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
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5 Total number of participants at the beginning of the plan year	5	971
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	829
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	48
d Subtotal. Add lines 6a , 6b , and 6c	6d	878
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	2
f Total. Add lines 6d and 6e	6f	880
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	438
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	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 2F 2G 2J 2K 2T 3H 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

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

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 12/31/2010		
A Name of plan GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D	B Three-digit plan number (PN) ▶	015
C Plan sponsor's name as shown on line 2a of Form 5500 GRAHAM PACKAGING COMPANY, L.P.	D Employer Identification Number (EIN) 23-2786688	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FID.INV.INST.OPS.CO.
04-2647786

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	9050	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation AF GROWTH OF AMER R5 - AMERICAN FUN 95-2566717 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.05%		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation RAINIER SM/MID CAP - US BANCORP FUN 39-0281260 (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. 0.35%		
(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:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration		DFE/Participating Plan 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 12/31/2010					
A Name of plan GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D				B Three-digit plan number (PN) ▶ 015	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 GRAHAM PACKAGING COMPANY, L.P.				D Employer Identification Number (EIN) 23-2786688	
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: FID MGD INC PORT					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 139300	
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 103-1	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2010
		This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010		
A Name of plan GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D	B Three-digit plan number (PN)	015
C Plan sponsor's name as shown on line 2a of Form 5500 GRAHAM PACKAGING COMPANY, L.P.	D Employer Identification Number (EIN) 23-2786688	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2549	3020
(2) Participant contributions	1b(2)	10295	13493
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	578704	618846
(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)	588201	729280
(9) Value of interest in common/collective trusts.....	1c(9)	158292	139300
(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)	7134528	8481411
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(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	8472569	9985350

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	8472569	9985350
---	-----------	---------	---------

Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	162689	
(B) Participants	2a(1)(B)	823240	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		985929

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	73	
(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)	36223	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		36296

(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)	177545	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		177545

(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)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5902
(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)		839154
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		2044826

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	511392	
(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)		511392
f Corrective distributions (see instructions)	2f		223
g Certain deemed distributions of participant loans (see instructions).....	2g		11344
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)	9086	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		9086
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		532045

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		1512781
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE

(2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
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		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		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.		X	

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

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

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

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 12/31/2010		
A Name of plan GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D		B Three-digit plan number (PN) ► 015
C Plan sponsor's name as shown on line 2a of Form 5500 GRAHAM PACKAGING COMPANY, L.P.		D Employer Identification Number (EIN) 23-2786688
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 0
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): 04-6568107		
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): _____

Graham Packaging Group Retirement Savings Plan D

Financial Statements as of and for the
Years Ended December 31, 2010 and 2009, and
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the financial statements of Graham Packaging Group Retirement Savings Plan D (the "Plan") as of December 31, 2010 and 2009, and for the years then ended, and supplemental schedule as of December 31, 2010, as listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2010 and 2009 provided to the plan administrator by the trustee is complete and accurate.

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

Deloitte & Touche LLP

October 14, 2011

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2010 AND 2009

(In thousands)

	2010	2009
ASSETS:		
Participant-directed investments (at fair value)	9,239	7,872
Receivables:		
Participant contributions	14	10
Employer contributions	3	3
Notes receivable from participants	<u>729</u>	<u>588</u>
Total receivables	<u>746</u>	<u>601</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	9,985	8,473
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(1)</u>	<u>3</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 9,984</u>	<u>\$ 8,476</u>

See notes to financial statements.

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009 (In thousands)

	2010	2009
ADDITIONS:		
Contributions:		
Participant	\$ 823	\$ 826
Employer	<u>163</u>	<u>166</u>
Total contributions	986	992
Investment income:		
Net appreciation in the fair value of investments	839	1,424
Interest and dividends	<u>179</u>	<u>172</u>
Total investment income	1,018	1,596
Interest income on notes receivable from participants	36	43
Total contributions, investment income and interest income	2,040	2,631
DEDUCTIONS:		
Benefit payments and withdrawals	(523)	(770)
Administrative expenses	<u>(9)</u>	<u>(8)</u>
Total deductions	<u>(532)</u>	<u>(778)</u>
NET INCREASE	1,508	1,853
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>8,476</u>	<u>6,623</u>
End of year	<u>\$9,984</u>	<u>\$8,476</u>

See notes to financial statements.

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

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

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

Contributions — Each year participants may contribute up to 80% of their pretax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code (“IRC”) limitations which were \$16,500 in both 2010 and 2009. The Companies contribute 25% of the first 6% to 8% of annual compensation that a participant contributes to the Plan with the exception of the Kansas City union which is a weekly contribution of 50% up to the first \$22.00. Starting in 2007 the Companies began making a non-elective safe harbor contribution of 3.0% for all eligible employees. Additional amounts may be contributed at the discretion of the respective Companies’ board of directors. No such additional discretionary contributions were made for the years ended December 31, 2010 and 2009. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

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

Investments — Participants direct the investment of their contributions and the Companies’ contributions into various investment options offered by the Plan. As of December 31, 2010, the Plan offers 29 mutual funds, including one stable value fund.

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

During the years ended December 31, 2010 and 2009, there were no reductions to employer contributions from forfeited nonvested accounts. At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$1,393 and \$1,390, respectively. These accounts will be used to reduce future employer contributions.

Notes Receivable from Participants — Participants may borrow, from their individual accounts, a minimum of \$1,000 and up to a maximum of \$50,000 or 50% of their vested account balance, not including the Companies' contribution, whichever is less. These borrowings are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined monthly by the plan administrator. Principal and interest is paid ratably through payroll deductions.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value as of December 31, 2010 and 2009. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end.

As described in Accounting Standards Codification ("ASC") 962, *Plan Accounting – Defined Contribution Pension Plans*, 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. As required by the accounting guidance, the statements 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 statements of changes in net assets available for benefits is prepared on a contract value basis.

The Plan includes one stable value fund as of December 31, 2010. The Fidelity Managed Income Portfolio is a stable value fund that is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans. The fund may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

The Plan presents in the statements of changes in net asset available for benefits the net appreciation or depreciation on the fair value of its investments, which consists of realized gains or losses and unrealized appreciation or depreciation.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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

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

Payment of Benefits — Benefit payments are recognized at the time of distribution to the plan participant.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits. There were no excess contributions for the plan years ended December 31, 2010 and 2009, respectively.

Notes Receivable from Participants — Notes receivable from participants represents participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 and 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Reclassifications — Certain items in prior year's financial statements have been reclassified to conform to the current's year presentation. To conform to the current year's presentation participant loans of \$588,204 has been reclassified from investments to notes receivable from participants as of December 31, 2009. The Plan also reclassified \$42,797 loan interest from participant loans from investment income to interest income on notes receivable from participants for the year ended December 31, 2009. Net assets of the Plan were not affected by this reclassification.

New Accounting Pronouncements — The Accounting Standards Updates (ASU) adopted in the 2010 financial statements described below affected certain note disclosures but did not impact the statements of net assets available for benefits or the statements of changes in net assets available for benefits.

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (FASB) issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (“ASU No. 2010-06”), which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 was effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which was effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance in 2010, except for the Level 3 reconciliations disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and the future adoption is not expected to materially affect, the Plan’s financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, which amends ASC 820, *Fair Value Measurements and Disclosures*. ASU No. 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, ASU No. 2011-04 provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. ASU No. 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the financial statements.

3. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3 which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Mutual funds are valued at the closing price reported on the active market on which they are traded and are classified within Level 1 of the valuation hierarchy.

Stable Value Funds: The stable value funds are common/collective trust funds and are valued based on the year-end unit value. Unit values were determined by the issuer or Third Party Administrator by dividing the fair value of the total net assets at year-end by the outstanding units. The fair values of the total net assets are determined by the nature of the underlying investments, and are generally valued based on quoted prices in active markets. Units in common/collective trust funds, which hold benefit-responsive contracts, are priced based upon the fair value of the underlying investment. Funds which hold GICs are fair valued and then adjusted to contract value. The fair value of the GIC is based on the present value of future cash flows using the current discount rate. Security-backed contracts are carried at contract value in the aggregate, which consists of the fair value of the underlying portfolio, accrued interest on the underlying portfolio assets, the fair value of the contract and the adjustments to contract value. Adjustments generally represent the contract value less the fair value of the contract, fair value of the underlying portfolio and accrued interest on the underlying portfolio assets. The contract rate represents periodically, normally each quarter or semi-annually, using end-of-period data.

The methods described above 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 the valuation methods are appropriate and consistent with other market participants' methods, the use of different methodologies or assumptions to determine the fair value of certain financial instrument could result in a different fair value measurement at the reporting date.

The Plan's policy regarding the timing of transfers between levels, including both transfers into and transfers out of Level 3, is to measure and record the transfers at the end of the reporting period. For the year ended December 31, 2010, the Plan had no transfers between Levels 1, 2 and 3.

Investments Measured at Fair Value on a Recurring Basis — Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2010 (in thousands) (Level 1, 2 and 3 inputs are defined above):

	2010
Level 1:	
Mutual Funds	
Fidelity Puritan Fund	\$ 128
Fidelity Magellan Fund	46
Fidelity Investment Grade Bond Fund	178
Fidelity Capital & Income Fund	179
Fidelity Value Fund	335
Fidelity Capital Appreciation Fund	340
Fidelity Low Priced Stock Fund	211
Fidelity Disciplined Equity Fund	25
Fidelity Retirement Government Money Market Portfolio Fund	619
Fidelity Diversified International Fund	533
Fidelity Small Cap Independent Fund	68
Fidelity Small Cap Stock Fund	217
Fidelity Spartan U.S. Equity Index Fund	183
Fidelity Freedom Income Fund	11
Fidelity Freedom 2000	20
Fidelity Freedom 2010	512
Fidelity Freedom 2020	1,019
Fidelity Freedom 2030	785
Fidelity Freedom 2040	310
Fidelity Freedom 2005	27
Fidelity Freedom 2015	1,227
Fidelity Freedom 2025	1,021
Fidelity Freedom 2035	412
Fidelity Freedom 2045	10
Fidelity Short Term Bond	135
Fidelity Large Capital Value Fund	97
Rainier Small Mid Capital Fund	216
AF Growth of America Fund	236
Level 2:	
Stable Value Fund	
Fidelity Managed Income Portfolio Fund	139
Level 3:	-
Total:	<u><u>\$ 9,239</u></u>

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2009 (in thousands) (Level 1, 2 and 3 inputs are defined above):

	2009
Level 1:	
Mutual Funds	
Fidelity Puritan Fund	\$ 112
Fidelity Magellan Fund	46
Fidelity Investment Grade Bond Fund	132
Fidelity Capital & Income Fund	148
Fidelity Value Fund	276
Fidelity Capital Appreciation Fund	242
Fidelity Disciplined Equity Fund	173
Fidelity Retirement Government Money Market Portfolio	578
Fidelity Diversified International Fund	446
Fidelity Small Cap Independent Fund	49
Fidelity Small Cap Stock Fund	152
Fidelity Spartan U.S. Equity Index Fund	135
Fidelity Freedom Income	6
Fidelity Freedom 2000	30
Fidelity Freedom 2010	449
Fidelity Freedom 2020	866
Fidelity Freedom 2030	637
Fidelity Freedom 2040	236
Fidelity Freedom 2005	42
Fidelity Freedom 2015	1,044
Fidelity Freedom 2025	865
Fidelity Freedom 2035	357
Fidelity Freedom 2045	5
Fidelity Short Term Bond	117
Fidelity Large Capital Value Fund	96
Rainier Small Mid Capital Fund	242
AF Growth of America Fund	233
Level 2:	
Stable Value Fund	
Fidelity Managed Income Portfolio Fund	158
Level 3:	-
Total	<u><u>\$7,872</u></u>

The Plan had no assets classified as Level 3 in the fair value hierarchy. As a result there are no gains or losses to disclose.

4. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of and for the years ended December 31, 2010 and 2009, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information prepared by Fidelity Management Trust Company, the trustee of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that such information is complete and accurate (in thousands).

	2010	2009
Fidelity Puritan Fund	\$ 128	\$ 112
Fidelity Magellan Fund	46	46
Fidelity Investment Grade Bond Fund	178	132
Fidelity Capital & Income Fund	179	148
Fidelity Value Fund	335	276
Fidelity Capital Appreciation Fund	340	242
Fidelity Disciplined Equity Fund	211	173
Fidelity Lowpriced Stock Fund	25	
Fidelity Retirement Government Money Market Portfolio	619 *	578
Fidelity Diversified International Fund	533 *	446
Fidelity Small Cap Independent Fund	68	49
Fidelity Small Cap Stock Fund	217	152
Fidelity Spartan U.S. Equity Index Fund	183	135
Fidelity Freedom Income Fund	11	6
Fidelity Freedom 2000	20	30
Fidelity Freedom 2010	512 *	449 *
Fidelity Freedom 2020	1,019 *	866 *
Fidelity Freedom 2030	785 *	637 *
Fidelity Freedom 2040	310	236
Fidelity Freedom 2005	27	42
Fidelity Freedom 2015	1,227 *	1,044 *
Fidelity Freedom 2025	1,021 *	865 *
Fidelity Freedom 2035	412	357
Fidelity Freedom 2045	10	5
Fidelity Short Term Bond Fund	135	117
Fidelity Large Capital Value Fund	97	96
Rainier Small Mid Capital Fund	216	242
AF Growth of American Fund	236	233
Fidelity Managed Income Portfolio Fund	<u>139</u>	<u>158</u>
Investments at fair value	<u>\$ 9,239</u>	<u>\$ 7,872</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>\$ (1)</u>	<u>\$ 3</u>
Statement of changes in assets — investment income:		
Interest and dividends	<u>\$ 179</u>	<u>\$ 172</u>
Net appreciation in the fair value of investments	<u>\$ 839</u>	<u>\$ 1,424</u>

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

Note 3: All investment balances, except leveling, included in Note 3 and in the supplemental schedule are included in the trustee certification.

*Represents 5% or more of Plan's assets available for benefits

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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

6. PLAN TERMINATION

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

7. FEDERAL INCOME TAX STATUS

In April 2010, The Plan sponsor submitted to the Internal Revenue Service for ruling that the Plan is qualified under section 401(a) of the IRC and is therefore not subject to tax. The Plan is required to operate in conformity with the IRC to maintain its qualification, once received. The Plan sponsor believes that the Plan is designed and is being operated in accordance with the applicable provisions of the IRC. The Plan sponsor is not aware of any course of action or series of events that have occurred in the design or operation of the Plan that are believed to adversely affect the Plan's initial or continuing qualified status. Therefore, no provision for income taxes has been made. However, no final determination of the Plan's tax status has been received.

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 not be sustained upon examination by the IRC. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 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.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of December 31, 2010 and 2009, and the increase in assets per the financial statements to the net income per the Form 5500 for the year ended December 31, 2010 and 2009, is as follows (in thousands):

	2010	2009
Statements of net assets available for benefits:		
Net assets available for benefits per financial statements	\$ 9,984	\$ 8,476
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>1</u>	<u>(3)</u>
Net assets available for benefits per Form 5500, Schedule H, Part I (Line L)	<u>\$ 9,985</u>	<u>\$ 8,473</u>
Statements of changes in net assets available for benefits:		
Increase in net assets available for benefits	\$ 1,508	\$ 1,853
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>5</u>	<u>8</u>
Total net income per Form 5500, Schedule H, Part II (Line 2j)	<u>\$ 1,513</u>	<u>\$ 1,861</u>

9. PROPOSED MERGER AND SUBSEQUENT EVENTS

On June 17, 2011, Graham Packaging Company Inc, the Plan Sponsor (the “Company”), Reynolds Group Holdings Limited (“Reynolds”) and Bucephalas Acquisition Corp., an indirect wholly-owned subsidiary of Reynolds (“Merger Sub”), entered into an Agreement and Plan of Merger and an amendment thereto (as amended, the “Merger Agreement”). Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and an indirect wholly-owned subsidiary of Reynolds. The proposed merger will not have a significant impact on the Plan.

Other than the event previously indicated, the Plan evaluated its December 31, 2010, financial statements for subsequent events through October 14, 2011, the date the financial statement were available to be issued. There were no material events that required recognition or additional disclosures.

* * * * *

SUPPLEMENTAL SCHEDULE

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS
HELD AT END OF YEAR (UNAUDITED)
AS OF DECEMBER 31, 2010
(In thousands)

EIN 23-2786688
PN 015

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	* Fidelity Puritan Fund	Bonds and equities mutual fund	**	\$ 128
	* Fidelity Magellan Fund	Equities mutual fund	**	46
	* Fidelity Investment Grade Bond Fund	Bond mutual fund	**	178
	* Fidelity Capital & Income Fund	Equities mutual fund	**	179
	* Fidelity Value Fund	Equities mutual fund	**	335
	* Fidelity Capital Appreciation Fund	Equities mutual fund	**	340
	* Fidelity Low Priced Stock Fund	Equities mutual fund	**	25
	* Fidelity Disciplined Equity Fund	Equities mutual fund	**	211
	* Fidelity Retirement Government Fund	U.S. Government instruments	**	619
	* Fidelity Diversified International Fund	Equities mutual fund	**	533
	* Fidelity Small Cap Independent Fund	Equities mutual fund	**	68
	* Fidelity Small Cap Stock Fund	Equities mutual fund	**	217
	* Fidelity Spartan U.S. Equity Index Fund	Equities mutual fund	**	183
	* Fidelity Freedom Income Fund	Bond, equities, and money market mutual funds	**	11
	* Fidelity Freedom 2000	Bond, equities, and money market mutual funds	**	20
	* Fidelity Freedom 2010	Bond, equities, and money market mutual funds	**	512
	* Fidelity Freedom 2020	Bond, equities, and money market mutual funds	**	1,019
	* Fidelity Freedom 2030	Bond, equities, and money market mutual funds	**	785
	* Fidelity Freedom 2040	Bond, equities, and money market mutual funds	**	310
	* Fidelity Freedom 2005	Bond, equities, and money market mutual funds	**	27
	* Fidelity Freedom 2015	Bond, equities, and money market mutual funds	**	1,227
	* Fidelity Freedom 2025	Bond, equities, and money market mutual funds	**	1,021
	* Fidelity Freedom 2035	Bond, equities, and money market mutual funds	**	412
	* Fidelity Freedom 2045	Bond, equities, and money market mutual funds	**	10
	* Fidelity Short Term Bond Fund	Bond mutual fund	**	135
	* Fidelity Large Capital Value Fund	Equities mutual fund	**	97
	* Rainier Small Mid Capital Fund	Equities mutual fund	**	216
	* AF Growth of American Fund	Equities mutual fund	**	236
	* Fidelity Managed Income Portfolio Fund	Stable value fund	**	139
	* Notes receivable from participants	Interest rates ranging from 5.00% to 9.75% maturities ranging from January 2010 through August 2015		729
				<u>\$9,968</u>

* Indicates party-in-interest to the Plan

** Cost is omitted as all investments are participant directed
See accompanying independent auditor's report

Graham Packaging Group Retirement Savings Plan D

Financial Statements as of and for the
Years Ended December 31, 2010 and 2009, and
Supplemental Schedule as of December 31, 2010,
and Independent Auditors' Report

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.	

INDEPENDENT AUDITORS' REPORT

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

We were engaged to audit the financial statements of Graham Packaging Group Retirement Savings Plan D (the "Plan") as of December 31, 2010 and 2009, and for the years then ended, and supplemental schedule as of December 31, 2010, as listed in the table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by Fidelity Management Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the trustee holds the Plan's assets and executes investment transactions. The plan administrator has obtained certifications from the trustee that the information as of and for the years ended December 31, 2010 and 2009 provided to the plan administrator by the trustee is complete and accurate.

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

Deloitte & Touche LLP

October 14, 2011

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2010 AND 2009

(In thousands)

	2010	2009
ASSETS:		
Participant-directed investments (at fair value)	9,239	7,872
Receivables:		
Participant contributions	14	10
Employer contributions	3	3
Notes receivable from participants	<u>729</u>	<u>588</u>
Total receivables	<u>746</u>	<u>601</u>
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	9,985	8,473
Adjustments from fair value to contract value for fully benefit-responsive investment contracts	<u>(1)</u>	<u>3</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 9,984</u>	<u>\$ 8,476</u>

See notes to financial statements.

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009 (In thousands)

	2010	2009
ADDITIONS:		
Contributions:		
Participant	\$ 823	\$ 826
Employer	<u>163</u>	<u>166</u>
Total contributions	986	992
Investment income:		
Net appreciation in the fair value of investments	839	1,424
Interest and dividends	<u>179</u>	<u>172</u>
Total investment income	1,018	1,596
Interest income on notes receivable from participants	36	43
Total contributions, investment income and interest income	2,040	2,631
DEDUCTIONS:		
Benefit payments and withdrawals	(523)	(770)
Administrative expenses	<u>(9)</u>	<u>(8)</u>
Total deductions	<u>(532)</u>	<u>(778)</u>
NET INCREASE	1,508	1,853
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>8,476</u>	<u>6,623</u>
End of year	<u>\$9,984</u>	<u>\$8,476</u>

See notes to financial statements.

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2010 AND 2009

1. DESCRIPTION OF THE PLAN

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

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

Contributions — Each year participants may contribute up to 80% of their pretax annual compensation, as defined in the Plan, subject to certain Internal Revenue Code (“IRC”) limitations which were \$16,500 in both 2010 and 2009. The Companies contribute 25% of the first 6% to 8% of annual compensation that a participant contributes to the Plan with the exception of the Kansas City union which is a weekly contribution of 50% up to the first \$22.00. Starting in 2007 the Companies began making a non-elective safe harbor contribution of 3.0% for all eligible employees. Additional amounts may be contributed at the discretion of the respective Companies’ board of directors. No such additional discretionary contributions were made for the years ended December 31, 2010 and 2009. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans.

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

Investments — Participants direct the investment of their contributions and the Companies’ contributions into various investment options offered by the Plan. As of December 31, 2010, the Plan offers 29 mutual funds, including one stable value fund.

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

During the years ended December 31, 2010 and 2009, there were no reductions to employer contributions from forfeited nonvested accounts. At December 31, 2010 and 2009, forfeited nonvested accounts totaled \$1,393 and \$1,390, respectively. These accounts will be used to reduce future employer contributions.

Notes Receivable from Participants — Participants may borrow, from their individual accounts, a minimum of \$1,000 and up to a maximum of \$50,000 or 50% of their vested account balance, not including the Companies' contribution, whichever is less. These borrowings are secured by the balance in the participant's account and bear interest at rates commensurate with local prevailing rates at the time funds are borrowed as determined monthly by the plan administrator. Principal and interest is paid ratably through payroll deductions.

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

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

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

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

Investment Valuation and Income Recognition — The Plan's investments are stated at fair value as of December 31, 2010 and 2009. Shares of mutual funds are valued at quoted market prices, which represent the net asset value of shares held by the Plan at year end.

As described in Accounting Standards Codification ("ASC") 962, *Plan Accounting – Defined Contribution Pension Plans*, 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. As required by the accounting guidance, the statements 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 statements of changes in net assets available for benefits is prepared on a contract value basis.

The Plan includes one stable value fund as of December 31, 2010. The Fidelity Managed Income Portfolio is a stable value fund that is a commingled pool of the Fidelity Group Trust for Employee Benefit Plans. The fund may invest in fixed interest insurance investment contracts, money market funds, corporate and government bonds, mortgage-backed securities, bond funds, and other fixed income securities. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. Contract value represents contributions made to the fund, plus earnings, less participant withdrawals.

The Plan presents in the statements of changes in net asset available for benefits the net appreciation or depreciation on the fair value of its investments, which consists of realized gains or losses and unrealized appreciation or depreciation.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

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

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

Payment of Benefits — Benefit payments are recognized at the time of distribution to the plan participant.

Excess Contributions Payable — The Plan is required to return contributions received during the Plan year in excess of the IRC limits. There were no excess contributions for the plan years ended December 31, 2010 and 2009, respectively.

Notes Receivable from Participants — Notes receivable from participants represents participant loans that are recorded at their unpaid principal balance plus any accrued but unpaid interest. Interest income on notes receivable from participants is recorded when it is earned. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2010 and 2009. If a participant ceases to make loan repayments and the plan administrator deems the participant loan to be a distribution, the participant loan balance is reduced and a benefit payment is recorded.

Reclassifications — Certain items in prior year's financial statements have been reclassified to conform to the current's year presentation. To conform to the current year's presentation participant loans of \$588,204 has been reclassified from investments to notes receivable from participants as of December 31, 2009. The Plan also reclassified \$42,797 loan interest from participant loans from investment income to interest income on notes receivable from participants for the year ended December 31, 2009. Net assets of the Plan were not affected by this reclassification.

New Accounting Pronouncements — The Accounting Standards Updates (ASU) adopted in the 2010 financial statements described below affected certain note disclosures but did not impact the statements of net assets available for benefits or the statements of changes in net assets available for benefits.

ASU No. 2010-06 — In January 2010, the Financial Accounting Standards Board (FASB) issued ASU No. 2010-06, *Fair Value Measurements and Disclosures* (“ASU No. 2010-06”), which amends ASC 820, *Fair Value Measurements and Disclosures*, adding new disclosure requirements for Levels 1 and 2, separate disclosures of purchases, sales, issuances, and settlements relating to Level 3 measurements and clarification of existing fair value disclosures. ASU No. 2010-06 was effective for periods beginning after December 15, 2009, except for the requirement to provide Level 3 activity of purchases, sales, issuances, and settlements on a gross basis, which was effective for fiscal years beginning after December 15, 2010. The Plan prospectively adopted the new guidance in 2010, except for the Level 3 reconciliations disclosures, which are required in 2011. The adoption in 2010 did not materially affect, and the future adoption is not expected to materially affect, the Plan’s financial statements.

ASU No. 2011-04 — In May 2011, the FASB issued ASU No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRS*, which amends ASC 820, *Fair Value Measurements and Disclosures*. ASU No. 2011-04 also requires the categorization by level for items that are only required to be disclosed at fair value and information about transfers between Level 1 and Level 2. In addition, ASU No. 2011-04 provides guidance on measuring the fair value of financial instruments managed within a portfolio and the application of premiums and discounts on fair value measurements. ASU No. 2011-04 requires additional disclosure for Level 3 measurements regarding the sensitivity of fair value to changes in unobservable inputs and any interrelationships between those inputs. The adoption will not have a material effect on the statement of net assets available for benefits and statement of changes in net assets available for benefits. Plan management has not determined the impact on the disclosures in the financial statements.

3. FAIR VALUE MEASUREMENTS

In accordance with GAAP, the Plan classifies its investments into Level 1, which refers to securities valued using quoted prices from active markets for identical assets; Level 2, which refers to securities not traded on an active market but for which observable market inputs are readily available; and Level 3 which refers to securities valued based on significant unobservable inputs. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds: Mutual funds are valued at the closing price reported on the active market on which they are traded and are classified within Level 1 of the valuation hierarchy.

Stable Value Funds: The stable value funds are common/collective trust funds and are valued based on the year-end unit value. Unit values were determined by the issuer or Third Party Administrator by dividing the fair value of the total net assets at year-end by the outstanding units. The fair values of the total net assets are determined by the nature of the underlying investments, and are generally valued based on quoted prices in active markets. Units in common/collective trust funds, which hold benefit-responsive contracts, are priced based upon the fair value of the underlying investment. Funds which hold GICs are fair valued and then adjusted to contract value. The fair value of the GIC is based on the present value of future cash flows using the current discount rate. Security-backed contracts are carried at contract value in the aggregate, which consists of the fair value of the underlying portfolio, accrued interest on the underlying portfolio assets, the fair value of the contract and the adjustments to contract value. Adjustments generally represent the contract value less the fair value of the contract, fair value of the underlying portfolio and accrued interest on the underlying portfolio assets. The contract rate represents periodically, normally each quarter or semi-annually, using end-of-period data.

The methods described above 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 the valuation methods are appropriate and consistent with other market participants' methods, the use of different methodologies or assumptions to determine the fair value of certain financial instrument could result in a different fair value measurement at the reporting date.

The Plan's policy regarding the timing of transfers between levels, including both transfers into and transfers out of Level 3, is to measure and record the transfers at the end of the reporting period. For the year ended December 31, 2010, the Plan had no transfers between Levels 1, 2 and 3.

Investments Measured at Fair Value on a Recurring Basis — Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2010 (in thousands) (Level 1, 2 and 3 inputs are defined above):

	2010
Level 1:	
Mutual Funds	
Fidelity Puritan Fund	\$ 128
Fidelity Magellan Fund	46
Fidelity Investment Grade Bond Fund	178
Fidelity Capital & Income Fund	179
Fidelity Value Fund	335
Fidelity Capital Appreciation Fund	340
Fidelity Low Priced Stock Fund	211
Fidelity Disciplined Equity Fund	25
Fidelity Retirement Government Money Market Portfolio Fund	619
Fidelity Diversified International Fund	533
Fidelity Small Cap Independent Fund	68
Fidelity Small Cap Stock Fund	217
Fidelity Spartan U.S. Equity Index Fund	183
Fidelity Freedom Income Fund	11
Fidelity Freedom 2000	20
Fidelity Freedom 2010	512
Fidelity Freedom 2020	1,019
Fidelity Freedom 2030	785
Fidelity Freedom 2040	310
Fidelity Freedom 2005	27
Fidelity Freedom 2015	1,227
Fidelity Freedom 2025	1,021
Fidelity Freedom 2035	412
Fidelity Freedom 2045	10
Fidelity Short Term Bond	135
Fidelity Large Capital Value Fund	97
Rainier Small Mid Capital Fund	216
AF Growth of America Fund	236
Level 2:	
Stable Value Fund	
Fidelity Managed Income Portfolio Fund	139
Level 3:	-
Total:	<u><u>\$ 9,239</u></u>

Investments measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2009 (in thousands) (Level 1, 2 and 3 inputs are defined above):

	2009
Level 1:	
Mutual Funds	
Fidelity Puritan Fund	\$ 112
Fidelity Magellan Fund	46
Fidelity Investment Grade Bond Fund	132
Fidelity Capital & Income Fund	148
Fidelity Value Fund	276
Fidelity Capital Appreciation Fund	242
Fidelity Disciplined Equity Fund	173
Fidelity Retirement Government Money Market Portfolio	578
Fidelity Diversified International Fund	446
Fidelity Small Cap Independent Fund	49
Fidelity Small Cap Stock Fund	152
Fidelity Spartan U.S. Equity Index Fund	135
Fidelity Freedom Income	6
Fidelity Freedom 2000	30
Fidelity Freedom 2010	449
Fidelity Freedom 2020	866
Fidelity Freedom 2030	637
Fidelity Freedom 2040	236
Fidelity Freedom 2005	42
Fidelity Freedom 2015	1,044
Fidelity Freedom 2025	865
Fidelity Freedom 2035	357
Fidelity Freedom 2045	5
Fidelity Short Term Bond	117
Fidelity Large Capital Value Fund	96
Rainier Small Mid Capital Fund	242
AF Growth of America Fund	233
Level 2:	
Stable Value Fund	
Fidelity Managed Income Portfolio Fund	158
Level 3:	-
Total	<u><u>\$7,872</u></u>

The Plan had no assets classified as Level 3 in the fair value hierarchy. As a result there are no gains or losses to disclose.

4. INFORMATION CERTIFIED BY THE TRUSTEE (UNAUDITED)

The following is a summary of the unaudited information regarding the Plan as of and for the years ended December 31, 2010 and 2009, included in the Plan's financial statements and supplemental schedule, that were prepared by or derived from information prepared by Fidelity Management Trust Company, the trustee of the Plan, and furnished to the plan administrator. The plan administrator has obtained certifications from the trustee that such information is complete and accurate (in thousands).

	2010	2009
Fidelity Puritan Fund	\$ 128	\$ 112
Fidelity Magellan Fund	46	46
Fidelity Investment Grade Bond Fund	178	132
Fidelity Capital & Income Fund	179	148
Fidelity Value Fund	335	276
Fidelity Capital Appreciation Fund	340	242
Fidelity Disciplined Equity Fund	211	173
Fidelity Lowpriced Stock Fund	25	
Fidelity Retirement Government Money Market Portfolio	619 *	578
Fidelity Diversified International Fund	533 *	446
Fidelity Small Cap Independent Fund	68	49
Fidelity Small Cap Stock Fund	217	152
Fidelity Spartan U.S. Equity Index Fund	183	135
Fidelity Freedom Income Fund	11	6
Fidelity Freedom 2000	20	30
Fidelity Freedom 2010	512 *	449 *
Fidelity Freedom 2020	1,019 *	866 *
Fidelity Freedom 2030	785 *	637 *
Fidelity Freedom 2040	310	236
Fidelity Freedom 2005	27	42
Fidelity Freedom 2015	1,227 *	1,044 *
Fidelity Freedom 2025	1,021 *	865 *
Fidelity Freedom 2035	412	357
Fidelity Freedom 2045	10	5
Fidelity Short Term Bond Fund	135	117
Fidelity Large Capital Value Fund	97	96
Rainier Small Mid Capital Fund	216	242
AF Growth of American Fund	236	233
Fidelity Managed Income Portfolio Fund	<u>139</u>	<u>158</u>
Investments at fair value	<u>\$ 9,239</u>	<u>\$ 7,872</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>\$ (1)</u>	<u>\$ 3</u>
Statement of changes in assets — investment income:		
Interest and dividends	<u>\$ 179</u>	<u>\$ 172</u>
Net appreciation in the fair value of investments	<u>\$ 839</u>	<u>\$ 1,424</u>

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

Note 3: All investment balances, except leveling, included in Note 3 and in the supplemental schedule are included in the trustee certification.

*Represents 5% or more of Plan's assets available for benefits

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

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

6. PLAN TERMINATION

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

7. FEDERAL INCOME TAX STATUS

In April 2010, The Plan sponsor submitted to the Internal Revenue Service for ruling that the Plan is qualified under section 401(a) of the IRC and is therefore not subject to tax. The Plan is required to operate in conformity with the IRC to maintain its qualification, once received. The Plan sponsor believes that the Plan is designed and is being operated in accordance with the applicable provisions of the IRC. The Plan sponsor is not aware of any course of action or series of events that have occurred in the design or operation of the Plan that are believed to adversely affect the Plan's initial or continuing qualified status. Therefore, no provision for income taxes has been made. However, no final determination of the Plan's tax status has been received.

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 not be sustained upon examination by the IRC. The plan administrator has analyzed the tax positions taken by the plan, and has concluded that as of December 31, 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.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

A reconciliation of net assets available for benefits per the financial statements to the total net assets per the Form 5500 as of December 31, 2010 and 2009, and the increase in assets per the financial statements to the net income per the Form 5500 for the year ended December 31, 2010 and 2009, is as follows (in thousands):

	2010	2009
Statements of net assets available for benefits:		
Net assets available for benefits per financial statements	\$ 9,984	\$ 8,476
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>1</u>	<u>(3)</u>
Net assets available for benefits per Form 5500, Schedule H, Part I (Line L)	<u>\$ 9,985</u>	<u>\$ 8,473</u>
Statements of changes in net assets available for benefits:		
Increase in net assets available for benefits	\$ 1,508	\$ 1,853
Adjustment from contract value to fair value for fully benefit-responsive investment contract	<u>5</u>	<u>8</u>
Total net income per Form 5500, Schedule H, Part II (Line 2j)	<u>\$ 1,513</u>	<u>\$ 1,861</u>

9. PROPOSED MERGER AND SUBSEQUENT EVENTS

On June 17, 2011, Graham Packaging Company Inc, the Plan Sponsor (the “Company”), Reynolds Group Holdings Limited (“Reynolds”) and Bucephalas Acquisition Corp., an indirect wholly-owned subsidiary of Reynolds (“Merger Sub”), entered into an Agreement and Plan of Merger and an amendment thereto (as amended, the “Merger Agreement”). Upon the terms and subject to the conditions set forth in the Merger Agreement, Merger Sub will merge with and into the Company, with the Company continuing as the surviving corporation and an indirect wholly-owned subsidiary of Reynolds. The proposed merger will not have a significant impact on the Plan.

Other than the event previously indicated, the Plan evaluated its December 31, 2010, financial statements for subsequent events through October 14, 2011, the date the financial statement were available to be issued. There were no material events that required recognition or additional disclosures.

* * * * *

SUPPLEMENTAL SCHEDULE

GRAHAM PACKAGING GROUP RETIREMENT SAVINGS PLAN D

FORM 5500, SCHEDULE H, PART IV, LINE 4(i) — SCHEDULE OF ASSETS
HELD AT END OF YEAR (UNAUDITED)
AS OF DECEMBER 31, 2010
(In thousands)

EIN 23-2786688
PN 015

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
	* Fidelity Puritan Fund	Bonds and equities mutual fund	**	\$ 128
	* Fidelity Magellan Fund	Equities mutual fund	**	46
	* Fidelity Investment Grade Bond Fund	Bond mutual fund	**	178
	* Fidelity Capital & Income Fund	Equities mutual fund	**	179
	* Fidelity Value Fund	Equities mutual fund	**	335
	* Fidelity Capital Appreciation Fund	Equities mutual fund	**	340
	* Fidelity Low Priced Stock Fund	Equities mutual fund	**	25
	* Fidelity Disciplined Equity Fund	Equities mutual fund	**	211
	* Fidelity Retirement Government Fund	U.S. Government instruments	**	619
	* Fidelity Diversified International Fund	Equities mutual fund	**	533
	* Fidelity Small Cap Independent Fund	Equities mutual fund	**	68
	* Fidelity Small Cap Stock Fund	Equities mutual fund	**	217
	* Fidelity Spartan U.S. Equity Index Fund	Equities mutual fund	**	183
	* Fidelity Freedom Income Fund	Bond, equities, and money market mutual funds	**	11
	* Fidelity Freedom 2000	Bond, equities, and money market mutual funds	**	20
	* Fidelity Freedom 2010	Bond, equities, and money market mutual funds	**	512
	* Fidelity Freedom 2020	Bond, equities, and money market mutual funds	**	1,019
	* Fidelity Freedom 2030	Bond, equities, and money market mutual funds	**	785
	* Fidelity Freedom 2040	Bond, equities, and money market mutual funds	**	310
	* Fidelity Freedom 2005	Bond, equities, and money market mutual funds	**	27
	* Fidelity Freedom 2015	Bond, equities, and money market mutual funds	**	1,227
	* Fidelity Freedom 2025	Bond, equities, and money market mutual funds	**	1,021
	* Fidelity Freedom 2035	Bond, equities, and money market mutual funds	**	412
	* Fidelity Freedom 2045	Bond, equities, and money market mutual funds	**	10
	* Fidelity Short Term Bond Fund	Bond mutual fund	**	135
	* Fidelity Large Capital Value Fund	Equities mutual fund	**	97
	* Rainier Small Mid Capital Fund	Equities mutual fund	**	216
	* AF Growth of American Fund	Equities mutual fund	**	236
	* Fidelity Managed Income Portfolio Fund	Stable value fund	**	139
	* Notes receivable from participants	Interest rates ranging from 5.00% to 9.75% maturities ranging from January 2010 through August 2015		729
				<u>\$9,968</u>

* Indicates party-in-interest to the Plan

** Cost is omitted as all investments are participant directed
See accompanying independent auditor's report