

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           |                                               |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><b>► Complete all entries in accordance with the instructions to the Form 5500.</b> | OMB Nos. 1210-0110<br>1210-0089               |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>2010</b>                                   |
|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                           | <b>This Form is Open to Public Inspection</b> |

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

|                                                                                                                                                                                                                                                       |                                                                                                                                                                                          |
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| <b>Part II</b>                                                                                                                                                                                                                                        | <b>Basic Plan Information</b> —enter all requested information                                                                                                                           |
| <b>1a</b> Name of plan<br>CHICOPEE, INC. ENHANCED RETIREMENT SAVINGS PLAN FOR UNION EMPLOYEES                                                                                                                                                         | <b>1b</b> Three-digit plan number (PN) ► <u>003</u><br><b>1c</b> Effective date of plan <u>03/15/1995</u>                                                                                |
| <b>2a</b> Plan sponsor's name and address (employer, if for a single-employer plan)<br>(Address should include room or suite no.)<br>CHICOPEE, INC.<br><br>C/O POLYMER GROUP, INC.<br>9335 HARRIS CORNERS PARKWAY<br>SUITE 300<br>CHARLOTTE, NC 28269 | <b>2b</b> Employer Identification Number (EIN) <u>57-1013629</u><br><b>2c</b> Sponsor's telephone number <u>704-697-5214</u><br><b>2d</b> Business code (see instructions) <u>315990</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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/17/2011 | ADAM CRADDOCK                                                |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/17/2011 | ADAM CRADDOCK                                                |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | 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

|                                                                                                                                                                                                         |                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address (if same as plan sponsor, enter "Same")<br>CHICOPEE, INC.<br>C/O POLYMER GROUP, INC.<br>9335 HARRIS CORNERS PARKWAY<br>SUITE 300<br>CHARLOTTE, NC 28269 | <b>3b</b> Administrator's EIN<br>57-1013629<br><b>3c</b> Administrator's telephone number<br>704-697-5214 |
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|                                                                                                                                                                                                                   |                                   |
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| <b>4</b> 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:<br><b>a</b> Sponsor's name | <b>4b</b> EIN<br><br><b>4c</b> PN |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|

  

|                                                                                                                                                        |           |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                | <b>5</b>  | 115 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ). |           |     |
| <b>a</b> Active participants.....                                                                                                                      | <b>6a</b> | 7   |
| <b>b</b> Retired or separated participants receiving benefits.....                                                                                     | <b>6b</b> | 0   |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                      | <b>6c</b> | 28  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                               | <b>6d</b> | 35  |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....                                              | <b>6e</b> | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                | <b>6f</b> | 35  |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....         | <b>6g</b> | 34  |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....             | <b>6h</b> | 0   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                   | <b>7</b>  |     |

  

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:  
 2E 2F 2G 2J 2K 2S 2T 3D 3H

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

|                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                               |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

  

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

|                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |
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|                                                                                                                                                                                                                     |                                                                                                                                                                                                                        |                                                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| <b>SCHEDULE C<br/>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110                                           |
|                                                                                                                                                                                                                     |                                                                                                                                                                                                                        | <b>2010</b>                                                 |
|                                                                                                                                                                                                                     |                                                                                                                                                                                                                        | <b>This Form is Open to Public Inspection.</b>              |
| For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010                                                                                                                          |                                                                                                                                                                                                                        |                                                             |
| <b>A</b> Name of plan<br>CHICOPEE, INC. ENHANCED RETIREMENT SAVINGS PLAN FOR UNION EMPLOYEES                                                                                                                        |                                                                                                                                                                                                                        | <b>B</b> Three-digit plan number (PN) ▶ 003                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>CHICOPEE, INC.                                                                                                                                     |                                                                                                                                                                                                                        | <b>D</b> Employer Identification Number (EIN)<br>57-1013629 |

|               |                                                        |
|---------------|--------------------------------------------------------|
| <b>Part I</b> | <b>Service Provider Information (see instructions)</b> |
|---------------|--------------------------------------------------------|

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>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| ALGER                                                                                                             |
| 13-2665689                                                                                                        |

|                                                                                                                  |
|------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation |
| DREYFUS                                                                                                          |
| 13-5673135                                                                                                       |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| GOLDMAN SACHS                                                                                                     |
| 13-5108880                                                                                                        |

|                                                                                                                   |
|-------------------------------------------------------------------------------------------------------------------|
| <b>(b)</b> Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation |
| HARBOR                                                                                                            |
| 04-2679462                                                                                                        |

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

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JANUS

43-1804048

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

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JP MORGAN

13-2624428

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

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LAZARD

20-4571006

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

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LOOMIS SAYLES FUNDS

04-3200030

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

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PIMCO FUNDS

95-2632339

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

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T. ROWE PRICE

52-2264646

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

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RIVERSOURCE

13-3180631

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

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AMERICAN FUNDS

95-1411037

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

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DODGE &amp; COX

94-1441976

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

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LORD ABBETT

13-5620131

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

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NEUBERGER BERMAN

13-5521910

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

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OAKMARK

04-3276558

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

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THORNBURG

85-0301299

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

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

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

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

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

WELLS FARGO BANK, N.A.

94-1347393

| <b>(b)</b><br>Service Code(s)       | <b>(c)</b><br>Relationship to employer, employee organization, or person known to be a party-in-interest | <b>(d)</b><br>Enter direct compensation paid by the plan. If none, enter -0-. | <b>(e)</b><br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | <b>(f)</b><br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | <b>(g)</b><br>Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-. | <b>(h)</b><br>Did the service provider give you a formula instead of an amount or estimated amount? |
|-------------------------------------|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|
| 15 21 49 50<br>52 60 61 62<br>63 64 | SERVICE PROVIDER                                                                                         | 632                                                                           | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                         | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                                   | 0                                                                                                                                                                                      | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                 |

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

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

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

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

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

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

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

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

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

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

**Part I Service Provider Information (continued)**

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

| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |
| (a) Enter service provider name as it appears on line 2             | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|                                                                     |                                                                                                                                                                    |                                           |
| (d) Enter name and EIN (address) of source of indirect compensation | (e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation. |                                           |
|                                                                     |                                                                                                                                                                    |                                           |

**Part II Service Providers Who Fail or Refuse to Provide Information**

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

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

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

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN:                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN;                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                    |                                                                                                    |
|--------------------|----------------------------------------------------------------------------------------------------|
| <b>a</b> Name:     | <b>b</b> EIN;                                                                                      |
| <b>c</b> Position: |                                                                                                    |
| <b>d</b> Address:  | <b>e</b> Telephone:<br><div style="border: 1px solid black; height: 40px; margin-top: 5px;"></div> |

Explanation:

|                                                                                                                                                                                                           |                                                                                                                                                                                                                          |                                                                                            |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection.</b> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

|                                                                                                     |                                                                            |            |
|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>CHICOPEE, INC. ENHANCED RETIREMENT SAVINGS PLAN FOR UNION EMPLOYEES</u> | <b>B</b> Three-digit plan number (PN) <span style="float: right;">►</span> | <u>003</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>CHICOPEE, INC.</u>       | <b>D</b> Employer Identification Number (EIN)<br><u>57-1013629</u>         |            |

|               |                                                                                                                                                                                  |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                    |                               |                                                                                                                                                      |
|------------------------------------------------------------------------------------|-------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>STABLE INVESTMENT FUND 6</u>     |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>    |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN <u>56-6271988-001</u>                                              | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>0</u></span>      |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>ENHANCED STOCK MARKET G 2</u>    |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>    |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN <u>56-6288528-001</u>                                              | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>61265</u></span>  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>DIVERSIFIED BOND GROUP TRUST</u> |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>WACHOVIA BANK, N.A.</u>       |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN <u>54-6113592-001</u>                                              | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>0</u></span>      |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>TOTAL RETURN BOND FUND G 5</u>   |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>WELLS FARGO BANK, N.A.</u>    |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN <u>94-3222878-001</u>                                              | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>67</u></span>     |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>RIVERSOURCE TRUST INCOME V</u>   |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a): <u>AMERIPRISE TRUST COMPANY</u>  |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN <u>41-0007957-052</u>                                              | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <span style="float: right;"><u>809627</u></span> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                     |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a):                                  |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN                                                                    | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                                                  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                     |                               |                                                                                                                                                      |
| <b>b</b> Name of sponsor of entity listed in (a):                                  |                               |                                                                                                                                                      |
| <b>c</b> EIN-PN                                                                    | <b>d</b> Entity code          | <b>e</b> 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)

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

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

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

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

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2010 or fiscal plan year beginning <b>01/01/2010</b> and ending <b>12/31/2010</b> |                                                                        |            |
| <b>A</b> Name of plan<br><b>CHICOPEE, INC. ENHANCED RETIREMENT SAVINGS PLAN FOR UNION EMPLOYEES</b>      | <b>B</b> Three-digit plan number (PN) ►                                | <b>003</b> |
|                                                                                                          |                                                                        |            |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>CHICOPEE, INC.</b>                   | <b>D</b> Employer Identification Number (EIN)<br><br><b>57-1013629</b> |            |

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

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

| Assets                                                                                            |                 | (a) Beginning of Year | (b) End of Year |
|---------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....                                                     | <b>1a</b>       | <b>927</b>            |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                 |                       |                 |
| <b>(1)</b> Employer contributions .....                                                           | <b>1b(1)</b>    | <b>13300</b>          | <b>29800</b>    |
| <b>(2)</b> Participant contributions .....                                                        | <b>1b(2)</b>    | <b>3343</b>           |                 |
| <b>(3)</b> Other.....                                                                             | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                     |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities.....                                                        | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                         | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                        | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common .....                                                                           | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                              | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                               | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans .....                                                                | <b>1c(8)</b>    | <b>298064</b>         | <b>30510</b>    |
| <b>(9)</b> Value of interest in common/collective trusts.....                                     | <b>1c(9)</b>    | <b>2603369</b>        | <b>870959</b>   |
| <b>(10)</b> Value of interest in pooled separate accounts.....                                    | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>   |                       |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....        | <b>1c(13)</b>   | <b>1523604</b>        | <b>838748</b>   |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other .....                                                                           | <b>1c(15)</b>   |                       |                 |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 4442607               | 1770017         |

**Liabilities**

|                                                                           |           |     |   |
|---------------------------------------------------------------------------|-----------|-----|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |     |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |     |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |     |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 927 |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 927 | 0 |

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 4441680 | 1770017 |
|-----------------------------------------------------------|-----------|---------|---------|

**Part II Income and Expense Statement**

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

**Income**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 71221      |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 76211      |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 147432    |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 4699       |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 4699      |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 10777      |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 10777     |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |

|                                                                                                   |                 | (a) Amount | (b) Total |
|---------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>2b</b> (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....              | <b>2b(5)(A)</b> |            |           |
| (B) Other .....                                                                                   | <b>2b(5)(B)</b> |            |           |
| (C) Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....    | <b>2b(5)(C)</b> |            | 0         |
| (6) Net investment gain (loss) from common/collective trusts .....                                | <b>2b(6)</b>    |            | 30556     |
| (7) Net investment gain (loss) from pooled separate accounts .....                                | <b>2b(7)</b>    |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                        | <b>2b(8)</b>    |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                              | <b>2b(9)</b>    |            |           |
| (10) Net investment gain (loss) from registered investment<br>companies (e.g., mutual funds)..... | <b>2b(10)</b>   |            | 147782    |
| <b>c</b> Other income.....                                                                        | <b>2c</b>       |            | 780       |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total.....           | <b>2d</b>       |            | 342026    |

**Expenses**

|                                                                                            |              |         |         |
|--------------------------------------------------------------------------------------------|--------------|---------|---------|
| <b>e</b> Benefit payment and payments to provide benefits:                                 |              |         |         |
| (1) Directly to participants or beneficiaries, including direct rollovers .....            | <b>2e(1)</b> | 3006537 |         |
| (2) To insurance carriers for the provision of benefits .....                              | <b>2e(2)</b> |         |         |
| (3) Other .....                                                                            | <b>2e(3)</b> |         |         |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                | <b>2e(4)</b> |         | 3006537 |
| <b>f</b> Corrective distributions (see instructions) .....                                 | <b>2f</b>    |         |         |
| <b>g</b> Certain deemed distributions of participant loans (see instructions).....         | <b>2g</b>    |         |         |
| <b>h</b> Interest expense.....                                                             | <b>2h</b>    |         |         |
| <b>i</b> Administrative expenses: (1) Professional fees .....                              | <b>2i(1)</b> |         |         |
| (2) Contract administrator fees .....                                                      | <b>2i(2)</b> |         |         |
| (3) Investment advisory and management fees .....                                          | <b>2i(3)</b> |         |         |
| (4) Other .....                                                                            | <b>2i(4)</b> | 7152    |         |
| (5) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(4)</b> .....         | <b>2i(5)</b> |         | 7152    |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total..... | <b>2j</b>    |         | 3013689 |

**Net Income and Reconciliation**

|                                                                               |              |  |          |
|-------------------------------------------------------------------------------|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | -2671663 |
| <b>l</b> Transfers of assets:                                                 |              |  |          |
| (1) To this plan.....                                                         | <b>2l(1)</b> |  |          |
| (2) From this plan .....                                                      | <b>2l(2)</b> |  |          |

**Part III Accountant's Opinion**

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

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

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

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

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

(1) Name: HANCOCK ASKEW & COMPANY LLP CPA

(2) EIN: 58-0662558

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

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

**Part IV Compliance Questions**

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

During the plan year:

|                                                                                                                                                                                                                                                                                                                 | Yes | No | Amount   |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....                 |     | X  |          |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)..... |     | X  |          |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                                                                                                            |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....                                                                                                                  |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond?.....                                                                                                                                                                                                                                                         | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                                                                                                         |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                                      |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                                                                                            |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....                                                                                                                                                   | X   |    |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....                                                                                    |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....                                                                                                                                              |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                                                                                                              |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....                                                                                                                                                                                     |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                                                                                                        |     |    |          |

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

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

**5b(1)** Name of plan(s)

**5b(2)** EIN(s)

**5b(3)** PN(s)

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2010</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2010 or fiscal plan year beginning 01/01/2010 and ending 12/31/2010

|                                                                                                     |                                                                    |
|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>CHICOPEE, INC. ENHANCED RETIREMENT SAVINGS PLAN FOR UNION EMPLOYEES</u> | <b>B</b> Three-digit plan number (PN) ▶<br><u>003</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>CHICOPEE, INC.</u>              | <b>D</b> Employer Identification Number (EIN)<br><u>57-1013629</u> |

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

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

|                                                                                                                                                                                                                                                                |          |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                          | <u>1</u> | <u>0</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br>EIN(s): <u>56-1354495</u> |          |          |
| Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.                                                                                                                                                                                               |          |          |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                | <u>3</u> |          |

|                |                                                                                                                                                                              |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part II</b> | <b>Funding Information</b> (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part) |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

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

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

|                                                                                                                                                                                                                                |                                   |                                   |                               |                             |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

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

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

Schedule R (Form 5500) 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:

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

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

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

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

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

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

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

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. .... ☐

- 19** If the total number of participants is 1,000 or more, complete items (a) through (c)

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

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

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

**CHICOPEE, INC.  
ENHANCED RETIREMENT  
SAVINGS PLAN FOR  
UNION EMPLOYEES**

---

**Financial Statements  
and  
Independent Auditors' Report**  
*As of and For the Years Ended December 31, 2010 and 2009*

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Contents

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|                                     |   |
|-------------------------------------|---|
| <b>Independent Auditors' Report</b> | 2 |
|-------------------------------------|---|

### **Financial Statements**

|                                                            |        |
|------------------------------------------------------------|--------|
| Statements of net assets available for benefits            | 3      |
| Statements of changes in net assets available for benefits | 4      |
| Notes to financial statements                              | 5 - 13 |

### **Supplemental Schedules**

|                                                            |         |
|------------------------------------------------------------|---------|
| Schedule H, line 4i, schedule of assets (held at year end) | 14 - 15 |
|------------------------------------------------------------|---------|



HANCOCK ASKEW & CO LLP  
ACCOUNTANTS & ADVISORS

## Independent Auditors' Report

Plan Committee  
Chicopee, Inc. Enhanced Retirement Savings Plan  
for Union Employees  
Charlotte, North Carolina

We were engaged to audit the accompanying financial statements of the Chicopee, Inc. Enhanced Retirement Savings Plan (the Plan) for Union Employees as of December 31, 2010 and 2009 and for the years then ended, and the 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 Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Committee that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Committee has obtained a certification from the Trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Committee by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental 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 investment 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.

Respectfully submitted,

Savannah, Georgia  
October 10, 2011

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# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Statements of Net Assets Available for Benefits

| <i>December 31,</i>                                                                            | <b>2010</b>         | <b>2009</b>         |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>                                                                                  |                     |                     |
| Cash                                                                                           | \$ -                | \$ 927              |
| <b>Investments, at fair value</b>                                                              |                     |                     |
| Mutual funds                                                                                   | <b>838,748</b>      | 1,523,604           |
| Common trust funds                                                                             | <b>870,959</b>      | 2,528,041           |
| Total investments, at fair value                                                               | <b>1,709,707</b>    | 4,051,645           |
| <b>Receivables</b>                                                                             |                     |                     |
| Employer's contributions                                                                       | <b>29,800</b>       | 13,300              |
| Participant's contributions                                                                    | -                   | 3,343               |
| Notes receivable from participants                                                             | <b>30,510</b>       | 298,064             |
| Total receivables                                                                              | <b>60,310</b>       | 314,707             |
| <b>Total assets</b>                                                                            | <b>1,770,017</b>    | 4,367,279           |
| <b>LIABILITY</b>                                                                               |                     |                     |
| Due to brokers                                                                                 | -                   | 927                 |
| <b>Net assets available for benefits, at fair value</b>                                        | <b>1,770,017</b>    | 4,366,352           |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | -                   | 75,328              |
| <b>Net assets available for benefits</b>                                                       | <b>\$ 1,770,017</b> | <b>\$ 4,441,680</b> |

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Statements of Changes in Net Assets Available for Benefits

| <i>Years ended December 31,</i>                              | <b>2010</b>         | <b>2009</b>         |
|--------------------------------------------------------------|---------------------|---------------------|
| <b>Investment income</b>                                     |                     |                     |
| Dividends                                                    | \$ 10,777           | \$ 21,661           |
| Net appreciation in fair value of investments                | 178,338             | 457,976             |
| <b>Net investment income</b>                                 | <b>189,115</b>      | <b>479,637</b>      |
| <b>Contributions</b>                                         |                     |                     |
| Employer                                                     | 71,221              | 267,524             |
| Participant                                                  | 76,211              | 306,206             |
| <b>Total contributions</b>                                   | <b>147,432</b>      | <b>573,730</b>      |
| <b>Interest income on notes receivable from participants</b> | <b>4,699</b>        | <b>28,461</b>       |
| <b>Other income</b>                                          | <b>780</b>          | <b>-</b>            |
| <b>Total additions</b>                                       | <b>342,026</b>      | <b>1,081,828</b>    |
| <b>Deductions from net assets</b>                            |                     |                     |
| Benefits paid to participants                                | 3,006,537           | 1,420,138           |
| Administrative expenses                                      | 7,152               | 13,385              |
| <b>Total deductions</b>                                      | <b>3,013,689</b>    | <b>1,433,523</b>    |
| <b>Net decrease</b>                                          | <b>(2,671,663)</b>  | <b>(351,695)</b>    |
| <b>Net assets available for benefits, beginning of year</b>  | <b>4,441,680</b>    | <b>4,793,375</b>    |
| <b>Net assets available for benefits, end of year</b>        | <b>\$ 1,770,017</b> | <b>\$ 4,441,680</b> |

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan

The following description of Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees (the Plan), provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

#### General

The Plan is a defined contribution plan covering employees under a contract working agreement by and between Chicopee, Inc. (the Employer) and the United Food and Commercial Workers Union. The Plan covers all employees who have three months of service and are not leased employees, nonresident aliens with no earned income from sources within the United States, commissioned salesmen, or salaried employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### Contributions

Plan participants may elect to contribute between 1% and 50% of their annual compensation subject to certain limitations. Effective January 1, 2008, the Employer will match 50% of the first 6% of employee deferrals of base pay, up to a maximum of 3% of compensation per payroll period. Employer match contributions totaled approximately \$15,800 and \$88,800 in 2010 and 2009, respectively.

A profit sharing contribution of 3% of base compensation for all participants of the Plan will be made each year. Profit sharing contributions totaled approximately \$24,900 and \$133,800 in 2010 and 2009, respectively.

An additional Employer nonelective contribution will be made for all participants who were employed prior to January 1, 1998 and are not eligible for the Retiree Medical Plan. Such additional contributions totaled approximately \$6,100 and \$21,000 in 2010 and 2009, respectively.

For all employees who will have a lesser projected benefit under the profit sharing contribution than under the Retirement Plan for Hourly Employees of Chicopee, Inc., represented by the United Textile Workers of America, A.F.L.-C.I.O., Local 526, had such plan not terminated, an Employer Equity contribution will be made. Employer Equity contributions totaled approximately \$7,900 and \$26,300 in 2010 and 2009, respectively. Refer to the Plan document for a schedule and assumptions of these Retiree Medical Plan and Employer Equity contributions.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan (cont.)

#### Contributions (cont.)

Upon enrollment in the Plan, participants may designate how their contributions and those of the Employer are to be apportioned among the Plan's investment options. Participants may change their investment option elections daily. Participants have the option to retain, for a fee, an investment advisory service to manage asset allocation. The cost of the service is based upon the asset balance in the participant account and the fee is charged against the individual participant account.

#### Participant Accounts

Each participant's account balance is credited with the participant's contributions, the Employer's matching contributions, and an allocation of Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on the participant's compensation or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Vesting

All contributions and the earnings thereon are 100% vested and nonforfeitable.

#### Payment of Benefits

On termination of service due to death, disability or retirement, a participant or his beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments for required minimum distributions. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.

#### Plan Termination

The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In 2010 Management made the decision to sell Chicopee, Inc.'s Little Rock, Arkansas production plant where all Chicopee Plan participants are employed. This transaction is expected to occur during 2011, and will result in the termination of the Plan.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan (cont.)

#### Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%, or as determined by the Plan Committee based on periodic evaluations of interest rates. Loan terms range from one to five years or up to ten years for the purchase of a primary residence. Principal and interest payments are made through payroll deductions based on an amortization schedule.

#### Administrative Expenses

Pursuant to provisions of the Plan, expenses incurred in the administration and operation of the Plan may be paid by the Employer at the Employer's election, except for certain account activity charges, which are paid from the accounts of the participants that incur the charges.

### 2. Summary of Significant Accounting Policies

#### Reclassification

In accordance with a required change in accounting standards during 2010 the Plan's participant loan balances reported as Plan investments for the year ending December 31, 2009 has been reclassified as Plan receivables on the Plan's statements of net assets available for benefits.

#### Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 2. Summary of Significant Accounting Policies (cont.)

#### Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Investments in mutual funds are valued at quoted market prices for the identical security in an active market. Investments in common collective trusts are valued based on prices quoted and published by the investment manager of the accounts which are determined based upon fair value of the underlying assets. See Note 8 for further discussion and disclosures related to fair value measurements.

Accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value are described as follows:

#### Basis of Fair Value Measurement

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 2. Summary of Significant Accounting Policies (cont.)

#### Investment Valuation and Income Recognition (cont.)

The Stable Investment Fund and the Riversource Trust Income Fund include traditional guaranteed investment contracts (GICs) and synthetic GICs, which include corporate bonds and wrapper contracts. These funds are fully benefit-responsive and are 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 terms of the Plan. Accordingly, the statement of net assets available for benefits presents the fair value of the investment in the Stable Investment Fund and the Riversource Income Fund, as well as the adjustment required to record the investment at contract value for the year ended December 31, 2009. The contract value of the Plan's investment annuity contracts was not materially different from fair value for the year ended December 31, 2010. Investment income of this fund is presented on a contract value basis, determined daily.

#### Payment of Benefits

Benefits are recorded when paid.

#### Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

All investment information disclosed in the accompanying financial statements and schedule in total and by fund, including investments held at December 31, 2010 and 2009, and net appreciation in fair value of investments for the years ended December 31, 2010 and 2009, was obtained or derived from information supplied to the Plan Committee and certified as complete and accurate by Wells Fargo Bank, N.A., (the Trustee).

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 3. Information Prepared and Certified by the Trustee

The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

| <i>Years ended December 31,</i> | <b>2010</b>       | <b>2009</b>       |
|---------------------------------|-------------------|-------------------|
| Mutual funds                    | \$ 147,782        | \$ 348,964        |
| Common trust funds              | 30,556            | 109,012           |
|                                 | <b>\$ 178,338</b> | <b>\$ 457,976</b> |

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

| <i>December 31,</i>                   | <b>2010</b> | <b>2009</b>  |
|---------------------------------------|-------------|--------------|
| Wells Fargo Bank, N.A.                |             |              |
| Mutual funds                          |             |              |
| American Funds Growth Fund of America | \$ 95,484   | \$ **        |
| Dreyfus Midcap Index Fund             | \$ 108,022  | \$ **        |
| Lord Abbett Small Cap Value Fund      | \$ 179,826  | \$ **        |
| Oakmark Equity and Income Fund        | \$ 141,929  | \$ 460,558   |
| Common trust funds                    |             |              |
| Riversource Trust Income Fund         | \$ 809,627  | \$ 2,300,436 |

**\*\*Does not represent 5% or more of the Plan's net assets.**

### 4. Investment Contracts

The Stable Investment Fund and the Riversource Trust Income Fund (the Fund) invest in a variety of investment contracts such as GICs issued by insurance companies and other investment products (such as separate account contracts and synthetic GICs) with similar characteristics.

Traditional GICs are backed by the general account of the issuer. The Fund deposits a lump-sum with the issuer and receives a guaranteed interest rate for a specified period of time. Separate account GICs are similar in structure to traditional GICs, except that the underlying crediting rate is based upon the characteristics of the underlying assets.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 4. Investment Contracts (cont.)

A synthetic GIC is an investment contract, also known as a wrapper contract, issued by an insurance company, bank or financial institution, and backed by a portfolio of investments that are owned by the Fund. The assets underlying the wrapper contract are maintained separate from the contract issuer's general assets, usually by a third party custodian. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the net assets of the Fund, but rather are amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rates. For all types of GICs noted above, the issuer guarantees that all qualified participant withdrawals will occur at contract value (i.e., principal plus accrued interest).

The separate account and synthetic GICs are designed to reset the respective crediting rate on a periodic basis, typically quarterly. The rate reset allows the contract value of the portfolio to converge to the fair value over time, assuming the fair value continues to earn the current portfolio yield for a period of time equal to the current portfolio duration.

The average yield earned by the Stable Investment Fund was 3.40% during the year ended December 31, 2009, and by the Riversource Trust and Income Fund was 2.39% and 3.94% during the years ended December 31, 2010 and 2009, respectively. The average yield earned by the Fund with an adjustment to reflect actual interest rate credited to the participants in the Stable Investment Fund was 3.32% during the year ended December 31, 2009, and by the Riversource Trust Fund was 1.84% and 2.23% during the years ended December 31, 2010 and 2009, respectively. Participants substantially liquidated their interest in the Stable Investment Fund as of December 31, 2009.

In addition to certain wrapper agreements and separate account agreement termination provisions, the contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of the Funds' operations, and that the issuer determines will have a material adverse affect on the issuer's financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. At December 31, 2010, the Trustee of the Fund does not believe that the occurrence of any such fair value event which would limit the Fund's ability to transact at contract value with participants is probable.

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Wrap contracts and separate account agreements generally are evergreen contracts that contain termination provisions.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

5. **Related Party Transactions** Certain Plan investments are shares of mutual funds and common trust funds managed by Wells Fargo Bank, N.A. Wells Fargo is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.
6. **Income Tax Status** The Internal Revenue Service has determined and informed the Employer by a letter dated April 29, 2003, that the Plan and related Trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.
7. **Risk and Uncertainty** Investments, in general, are exposed to various risks such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that the changes in the values of investments will occur in the near term and that such changes could be material in relation to these financial statements.
8. **Fair Value Measurements** The following table sets forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2010 and 2009. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

### Investment Assets at Fair Value as of December 31, 2010

|                                        | Level 1           | Level 2           | Level 3     | Total               |
|----------------------------------------|-------------------|-------------------|-------------|---------------------|
| <b>Mutual funds</b>                    |                   |                   |             |                     |
| Bond                                   | \$ 89,554         | \$ -              | \$ -        | \$ 89,554           |
| Balanced                               | 141,929           | -                 | -           | 141,929             |
| Domestic Equity                        | 541,948           | -                 | -           | 541,948             |
| International Equity                   | 65,317            | -                 | -           | 65,317              |
| <b>Total mutual funds</b>              | <b>838,748</b>    |                   |             | <b>838,748</b>      |
| <b>Common collective trusts</b>        | -                 | 870,959           | -           | 870,959             |
| Bond (a)                               | -                 | 809,694           | -           | 809,694             |
| Equity (b)                             | -                 | 61,265            | -           | 61,265              |
| Total common collective trusts         | -                 | 870,959           | -           | 870,959             |
| <b>Total investments at fair value</b> | <b>\$ 838,748</b> | <b>\$ 870,959</b> | <b>\$ -</b> | <b>\$ 1,709,707</b> |

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

**8. Fair Value Measurements (cont.)**

Investment Assets at Fair Value as of December 31, 2009

|                                        |           | Level 1          | Level 2             | Level 3     | Total               |
|----------------------------------------|-----------|------------------|---------------------|-------------|---------------------|
| Mutual funds                           | \$        | 1,523,604        | \$ -                | \$ -        | \$ 1,523,604        |
| Common collective trusts               |           | -                | 2,528,041           | -           | 2,528,041           |
| <b>Total investments at fair value</b> | <b>\$</b> | <b>1,523,604</b> | <b>\$ 2,528,041</b> | <b>\$ -</b> | <b>\$ 4,051,645</b> |

- (a) This category represents common collective trust funds that are designed to deliver safety and stability by preserving principal and accumulating earning. These Funds are primarily invested in debt securities. The fair value of these funds have been estimated on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement 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.
- (b) This category represents common collective trust funds that are designed to provide a portfolio of stocks for collective investment with market capitalizations within the range of the S&P 500 Index. Such funds are held for investment with the objective of seeking to achieve long term return greater than the return on the S&P 500 Index while maintaining risk characteristics similar to the risk characteristics of the stocks in the S&P 500 Index.

**9. Subsequent Events**

During 2010, management became aware of an error in the calculation of prior Employer match contributions. The Company is in the process of researching the error and intends to voluntarily correct participants' balances with appropriate additional matching contributions. Management recorded a liability to participants in the amount of \$12,800 as of December 31, 2009 to fund these prior matching contributions. During 2011 management identified an additional \$17,000 liability relating to 2008 and 2009 matching error contributions, thus increasing the Plan sponsor's liability to \$29,800 as of December 31, 2010.

Subsequent events have been evaluated through October 10, 2011, the date the financial statements were available to be issued.

**Chicopee, Inc. Enhanced Retirement Savings Plan**  
**For Union Employees**  
**EIN: 57-1013629 Plan Number: 003**

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

*December 31, 2010*

| (a)                       | (b)<br>Identity of Issuer,<br>Borrower, Lessor, or<br>Similar Party | (c)<br>Description of Investment, Including<br>Maturity Date, Rate of Interest, Collateral,<br>Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|---------------------------|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| <b>Common trust funds</b> |                                                                     |                                                                                                                      |             |                         |
| *                         | Wells Fargo Bank, N.A.                                              | Riversource Trust Income Fund                                                                                        | **          | \$ 809,627              |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Enhanced Stock Market Fund G                                                                             | **          | 61,008                  |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Enhanced Stock Market Fund G -<br>AT                                                                     | **          | 257                     |
| *                         | Wells Fargo Bank, N.A.                                              | Total Return Bond Fund                                                                                               | **          | 67                      |
|                           |                                                                     |                                                                                                                      |             | <b>870,959</b>          |
| <b>Mutual funds</b>       |                                                                     |                                                                                                                      |             |                         |
| *                         | Wells Fargo Bank, N.A.                                              | Alger Small Cap Growth Fund                                                                                          | **          | \$ 159                  |
| *                         | Wells Fargo Bank, N.A.                                              | Dreyfus Bond Market Index Fund                                                                                       | **          | 16,612                  |
| *                         | Wells Fargo Bank, N.A.                                              | Dreyfus Premier Small Cap Equity Fund                                                                                | **          | 193                     |
| *                         | Wells Fargo Bank, N.A.                                              | Goldman Sachs Large Value Fund                                                                                       | **          | 531                     |
| *                         | Wells Fargo Bank, N.A.                                              | Goldman Sachs Structured Fund                                                                                        | **          | 30                      |
| *                         | Wells Fargo Bank, N.A.                                              | Harbor International Institutional Fund                                                                              | **          | 110                     |
| *                         | Wells Fargo Bank, N.A.                                              | Janus Overseas Fund Class I                                                                                          | **          | 67                      |
| *                         | Wells Fargo Bank, N.A.                                              | JP Morgan High Yield Fund                                                                                            | **          | 81                      |
| *                         | Wells Fargo Bank, N.A.                                              | Lazard Emerging Markets Institutional Fund                                                                           | **          | 148                     |
| *                         | Wells Fargo Bank, N.A.                                              | Loomis Sayles Strategic Income Fund                                                                                  | **          | 72,573                  |
| *                         | Wells Fargo Bank, N.A.                                              | PIMCO Real Return Fund Institutional                                                                                 | **          | 85                      |
| *                         | Wells Fargo Bank, N.A.                                              | PIMCO Total Return Fund Institutional                                                                                | **          | 130                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Equity Income Fund                                                                                     | **          | 484                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Real Estate Fund                                                                                       | **          | 201                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Growth Fund                                                                                            | **          | 470                     |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage International Bond<br>Fund                                                                     | **          | 73                      |

**Chicopee, Inc. Enhanced Retirement Savings Plan**  
**For Union Employees**  
**EIN: 57-1013629 Plan Number: 003**

**Schedule H, Line 4i, Schedule of Assets (Held at Year End) (cont.)**

*December 31, 2010*

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor, or<br>Similar Party | (c)<br>Description of Investment, Including<br>Maturity Date, Rate of Interest, Collateral,<br>Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| *   | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage International Equity Fund                                                                      | **          | 668                     |
| *   | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage Strategic Large Cap Growth Fund                                                                | **          | 432                     |
| *   | Wells Fargo Bank, N.A.                                              | Alger Small Cap and Mid Cap Fund                                                                                     | **          | 85,430                  |
| *   | Wells Fargo Bank, N.A.                                              | American Funds Growth Fund of America                                                                                | **          | 95,484                  |
| *   | Wells Fargo Bank, N.A.                                              | Dodge and Cox International Stock Fund                                                                               | **          | 27,945                  |
| *   | Wells Fargo Bank, N.A.                                              | Dreyfus Midcap Index Fund                                                                                            | **          | 108,022                 |
| *   | Wells Fargo Bank, N.A.                                              | Goldman Sachs Large Cap Value Fund                                                                                   | **          | 67,372                  |
| *   | Wells Fargo Bank, N.A.                                              | Lord Abbett Small Cap Value Fund                                                                                     | **          | 179,826                 |
| *   | Wells Fargo Bank, N.A.                                              | Neuberger Berman Partners Adv Fund                                                                                   | **          | 3,344                   |
| *   | Wells Fargo Bank, N.A.                                              | Oakmark Equity and Income Fund                                                                                       | **          | 141,929                 |
| *   | Wells Fargo Bank, N.A.                                              | Thornburg International Value R5 Fund                                                                                | **          | 56                      |
| *   | Wells Fargo Bank, N.A.                                              | Thornburg International Value Fund                                                                                   | **          | 36,293                  |
|     |                                                                     |                                                                                                                      |             | 838,748                 |
| *   | Participant loans                                                   | Interest rates range from 4.25% to 7.00%                                                                             | -0-         | 30,510                  |
|     |                                                                     |                                                                                                                      |             | \$ 1,770,017            |

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

\*\* Cost information has not been included in column (d) because all investments are participant-directed.



**CHICOPEE, INC.  
ENHANCED RETIREMENT  
SAVINGS PLAN FOR  
UNION EMPLOYEES**

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**Financial Statements  
and  
Independent Auditors' Report**  
*As of and For the Years Ended December 31, 2010 and 2009*

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Contents

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|                                     |   |
|-------------------------------------|---|
| <b>Independent Auditors' Report</b> | 2 |
|-------------------------------------|---|

### **Financial Statements**

|                                                            |        |
|------------------------------------------------------------|--------|
| Statements of net assets available for benefits            | 3      |
| Statements of changes in net assets available for benefits | 4      |
| Notes to financial statements                              | 5 - 13 |

### **Supplemental Schedules**

|                                                            |         |
|------------------------------------------------------------|---------|
| Schedule H, line 4i, schedule of assets (held at year end) | 14 - 15 |
|------------------------------------------------------------|---------|



HANCOCK ASKEW & CO LLP  
ACCOUNTANTS & ADVISORS

## Independent Auditors' Report

Plan Committee  
Chicopee, Inc. Enhanced Retirement Savings Plan  
for Union Employees  
Charlotte, North Carolina

We were engaged to audit the accompanying financial statements of the Chicopee, Inc. Enhanced Retirement Savings Plan (the Plan) for Union Employees as of December 31, 2010 and 2009 and for the years then ended, and the 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 Committee instructed us not to perform, and we did not perform, any auditing procedures with respect to the investment information summarized in Note 3, which was certified by Wells Fargo Bank, N.A., the Trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Committee that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan Committee has obtained a certification from the Trustee as of and for the years ended December 31, 2010 and 2009, that the information provided to the Plan Committee by the Trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental 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 investment 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.

Respectfully submitted,

Savannah, Georgia  
October 10, 2011

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# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Statements of Net Assets Available for Benefits

| <i>December 31,</i>                                                                            | <b>2010</b>         | <b>2009</b>         |
|------------------------------------------------------------------------------------------------|---------------------|---------------------|
| <b>ASSETS</b>                                                                                  |                     |                     |
| Cash                                                                                           | \$ -                | \$ 927              |
| <b>Investments, at fair value</b>                                                              |                     |                     |
| Mutual funds                                                                                   | <b>838,748</b>      | 1,523,604           |
| Common trust funds                                                                             | <b>870,959</b>      | 2,528,041           |
| Total investments, at fair value                                                               | <b>1,709,707</b>    | 4,051,645           |
| <b>Receivables</b>                                                                             |                     |                     |
| Employer's contributions                                                                       | <b>29,800</b>       | 13,300              |
| Participant's contributions                                                                    | -                   | 3,343               |
| Notes receivable from participants                                                             | <b>30,510</b>       | 298,064             |
| Total receivables                                                                              | <b>60,310</b>       | 314,707             |
| <b>Total assets</b>                                                                            | <b>1,770,017</b>    | 4,367,279           |
| <b>LIABILITY</b>                                                                               |                     |                     |
| Due to brokers                                                                                 | -                   | 927                 |
| <b>Net assets available for benefits, at fair value</b>                                        | <b>1,770,017</b>    | 4,366,352           |
| Adjustment from fair value to contract value for fully benefit-responsive investment contracts | -                   | 75,328              |
| <b>Net assets available for benefits</b>                                                       | <b>\$ 1,770,017</b> | <b>\$ 4,441,680</b> |

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Statements of Changes in Net Assets Available for Benefits

| <i>Years ended December 31,</i>                              | <b>2010</b>         | <b>2009</b>         |
|--------------------------------------------------------------|---------------------|---------------------|
| <b>Investment income</b>                                     |                     |                     |
| Dividends                                                    | \$ 10,777           | \$ 21,661           |
| Net appreciation in fair value of investments                | 178,338             | 457,976             |
| <b>Net investment income</b>                                 | <b>189,115</b>      | <b>479,637</b>      |
| <b>Contributions</b>                                         |                     |                     |
| Employer                                                     | 71,221              | 267,524             |
| Participant                                                  | 76,211              | 306,206             |
| <b>Total contributions</b>                                   | <b>147,432</b>      | <b>573,730</b>      |
| <b>Interest income on notes receivable from participants</b> | <b>4,699</b>        | <b>28,461</b>       |
| <b>Other income</b>                                          | <b>780</b>          | <b>-</b>            |
| <b>Total additions</b>                                       | <b>342,026</b>      | <b>1,081,828</b>    |
| <b>Deductions from net assets</b>                            |                     |                     |
| Benefits paid to participants                                | 3,006,537           | 1,420,138           |
| Administrative expenses                                      | 7,152               | 13,385              |
| <b>Total deductions</b>                                      | <b>3,013,689</b>    | <b>1,433,523</b>    |
| <b>Net decrease</b>                                          | <b>(2,671,663)</b>  | <b>(351,695)</b>    |
| <b>Net assets available for benefits, beginning of year</b>  | <b>4,441,680</b>    | <b>4,793,375</b>    |
| <b>Net assets available for benefits, end of year</b>        | <b>\$ 1,770,017</b> | <b>\$ 4,441,680</b> |

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan

The following description of Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees (the Plan), provides only general information. Participants should refer to the Summary Plan Description for a more complete description of the Plan's provisions.

#### General

The Plan is a defined contribution plan covering employees under a contract working agreement by and between Chicopee, Inc. (the Employer) and the United Food and Commercial Workers Union. The Plan covers all employees who have three months of service and are not leased employees, nonresident aliens with no earned income from sources within the United States, commissioned salesmen, or salaried employees. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

#### Contributions

Plan participants may elect to contribute between 1% and 50% of their annual compensation subject to certain limitations. Effective January 1, 2008, the Employer will match 50% of the first 6% of employee deferrals of base pay, up to a maximum of 3% of compensation per payroll period. Employer match contributions totaled approximately \$15,800 and \$88,800 in 2010 and 2009, respectively.

A profit sharing contribution of 3% of base compensation for all participants of the Plan will be made each year. Profit sharing contributions totaled approximately \$24,900 and \$133,800 in 2010 and 2009, respectively.

An additional Employer nonelective contribution will be made for all participants who were employed prior to January 1, 1998 and are not eligible for the Retiree Medical Plan. Such additional contributions totaled approximately \$6,100 and \$21,000 in 2010 and 2009, respectively.

For all employees who will have a lesser projected benefit under the profit sharing contribution than under the Retirement Plan for Hourly Employees of Chicopee, Inc., represented by the United Textile Workers of America, A.F.L.-C.I.O., Local 526, had such plan not terminated, an Employer Equity contribution will be made. Employer Equity contributions totaled approximately \$7,900 and \$26,300 in 2010 and 2009, respectively. Refer to the Plan document for a schedule and assumptions of these Retiree Medical Plan and Employer Equity contributions.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan (cont.)

#### Contributions (cont.)

Upon enrollment in the Plan, participants may designate how their contributions and those of the Employer are to be apportioned among the Plan's investment options. Participants may change their investment option elections daily. Participants have the option to retain, for a fee, an investment advisory service to manage asset allocation. The cost of the service is based upon the asset balance in the participant account and the fee is charged against the individual participant account.

#### Participant Accounts

Each participant's account balance is credited with the participant's contributions, the Employer's matching contributions, and an allocation of Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on the participant's compensation or account balances as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

#### Vesting

All contributions and the earnings thereon are 100% vested and nonforfeitable.

#### Payment of Benefits

On termination of service due to death, disability or retirement, a participant or his beneficiary may elect to receive either a lump-sum amount equal to the value of the participant's vested interest in his or her account, or annual installments for required minimum distributions. For termination of service due to other reasons, a participant will receive the value of the vested interest in his or her account as a lump-sum distribution.

#### Plan Termination

The Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In 2010 Management made the decision to sell Chicopee, Inc.'s Little Rock, Arkansas production plant where all Chicopee Plan participants are employed. This transaction is expected to occur during 2011, and will result in the termination of the Plan.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 1. Description of the Plan (cont.)

#### Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum of \$50,000 or 50% of their vested account balance. The loans are secured by the balance in the participant's account and bear interest at prime plus 1%, or as determined by the Plan Committee based on periodic evaluations of interest rates. Loan terms range from one to five years or up to ten years for the purchase of a primary residence. Principal and interest payments are made through payroll deductions based on an amortization schedule.

#### Administrative Expenses

Pursuant to provisions of the Plan, expenses incurred in the administration and operation of the Plan may be paid by the Employer at the Employer's election, except for certain account activity charges, which are paid from the accounts of the participants that incur the charges.

### 2. Summary of Significant Accounting Policies

#### Reclassification

In accordance with a required change in accounting standards during 2010 the Plan's participant loan balances reported as Plan investments for the year ending December 31, 2009 has been reclassified as Plan receivables on the Plan's statements of net assets available for benefits.

#### Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America.

#### Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 2. Summary of Significant Accounting Policies (cont.)

#### Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (an exit price). Investments in mutual funds are valued at quoted market prices for the identical security in an active market. Investments in common collective trusts are valued based on prices quoted and published by the investment manager of the accounts which are determined based upon fair value of the underlying assets. See Note 8 for further discussion and disclosures related to fair value measurements.

Accounting standards establish a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value are described as follows:

#### Basis of Fair Value Measurement

- Level 1 Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities;
- Level 2 Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;
- Level 3 Prices or valuations that require inputs that are both significant to the fair value measurement and unobservable.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement.

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

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

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### 2. Summary of Significant Accounting Policies (cont.)

#### Investment Valuation and Income Recognition (cont.)

The Stable Investment Fund and the Riversource Trust Income Fund include traditional guaranteed investment contracts (GICs) and synthetic GICs, which include corporate bonds and wrapper contracts. These funds are fully benefit-responsive and are 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 terms of the Plan. Accordingly, the statement of net assets available for benefits presents the fair value of the investment in the Stable Investment Fund and the Riversource Income Fund, as well as the adjustment required to record the investment at contract value for the year ended December 31, 2009. The contract value of the Plan's investment annuity contracts was not materially different from fair value for the year ended December 31, 2010. Investment income of this fund is presented on a contract value basis, determined daily.

#### Payment of Benefits

Benefits are recorded when paid.

#### Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

All investment information disclosed in the accompanying financial statements and schedule in total and by fund, including investments held at December 31, 2010 and 2009, and net appreciation in fair value of investments for the years ended December 31, 2010 and 2009, was obtained or derived from information supplied to the Plan Committee and certified as complete and accurate by Wells Fargo Bank, N.A., (the Trustee).

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 3. Information Prepared and Certified by the Trustee

The Plan's investments (including investments bought, sold and held during the year) appreciated in fair value as follows:

| <i>Years ended December 31,</i> | <b>2010</b>       | <b>2009</b>       |
|---------------------------------|-------------------|-------------------|
| Mutual funds                    | \$ 147,782        | \$ 348,964        |
| Common trust funds              | 30,556            | 109,012           |
|                                 | <b>\$ 178,338</b> | <b>\$ 457,976</b> |

The fair value of individual investments that represent 5% or more of the Plan's net assets are as follows:

| <i>December 31,</i>                   | <b>2010</b> | <b>2009</b>  |
|---------------------------------------|-------------|--------------|
| Wells Fargo Bank, N.A.                |             |              |
| Mutual funds                          |             |              |
| American Funds Growth Fund of America | \$ 95,484   | \$ **        |
| Dreyfus Midcap Index Fund             | \$ 108,022  | \$ **        |
| Lord Abbett Small Cap Value Fund      | \$ 179,826  | \$ **        |
| Oakmark Equity and Income Fund        | \$ 141,929  | \$ 460,558   |
| Common trust funds                    |             |              |
| Riversource Trust Income Fund         | \$ 809,627  | \$ 2,300,436 |

**\*\*Does not represent 5% or more of the Plan's net assets.**

### 4. Investment Contracts

The Stable Investment Fund and the Riversource Trust Income Fund (the Fund) invest in a variety of investment contracts such as GICs issued by insurance companies and other investment products (such as separate account contracts and synthetic GICs) with similar characteristics.

Traditional GICs are backed by the general account of the issuer. The Fund deposits a lump-sum with the issuer and receives a guaranteed interest rate for a specified period of time. Separate account GICs are similar in structure to traditional GICs, except that the underlying crediting rate is based upon the characteristics of the underlying assets.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

### 4. Investment Contracts (cont.)

A synthetic GIC is an investment contract, also known as a wrapper contract, issued by an insurance company, bank or financial institution, and backed by a portfolio of investments that are owned by the Fund. The assets underlying the wrapper contract are maintained separate from the contract issuer's general assets, usually by a third party custodian. These contracts typically provide that realized and unrealized gains and losses on the underlying assets are not reflected immediately in the net assets of the Fund, but rather are amortized, usually over the time to maturity or the duration of the underlying investments, through adjustments to the future interest crediting rates. For all types of GICs noted above, the issuer guarantees that all qualified participant withdrawals will occur at contract value (i.e., principal plus accrued interest).

The separate account and synthetic GICs are designed to reset the respective crediting rate on a periodic basis, typically quarterly. The rate reset allows the contract value of the portfolio to converge to the fair value over time, assuming the fair value continues to earn the current portfolio yield for a period of time equal to the current portfolio duration.

The average yield earned by the Stable Investment Fund was 3.40% during the year ended December 31, 2009, and by the Riversource Trust and Income Fund was 2.39% and 3.94% during the years ended December 31, 2010 and 2009, respectively. The average yield earned by the Fund with an adjustment to reflect actual interest rate credited to the participants in the Stable Investment Fund was 3.32% during the year ended December 31, 2009, and by the Riversource Trust Fund was 1.84% and 2.23% during the years ended December 31, 2010 and 2009, respectively. Participants substantially liquidated their interest in the Stable Investment Fund as of December 31, 2009.

In addition to certain wrapper agreements and separate account agreement termination provisions, the contracts generally provide for withdrawals associated with certain events which are not in the ordinary course of the Funds' operations, and that the issuer determines will have a material adverse affect on the issuer's financial interest, will be paid with a fair value adjustment to the contract value amount of such withdrawal as defined in such contracts. At December 31, 2010, the Trustee of the Fund does not believe that the occurrence of any such fair value event which would limit the Fund's ability to transact at contract value with participants is probable.

GICs generally do not permit issuers to terminate the agreement prior to the scheduled maturity date. Wrap contracts and separate account agreements generally are evergreen contracts that contain termination provisions.

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

5. **Related Party Transactions** Certain Plan investments are shares of mutual funds and common trust funds managed by Wells Fargo Bank, N.A. Wells Fargo is the Trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.
6. **Income Tax Status** The Internal Revenue Service has determined and informed the Employer by a letter dated April 29, 2003, that the Plan and related Trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, the Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.
7. **Risk and Uncertainty** Investments, in general, are exposed to various risks such as interest rate, credit, and overall market volatility risks. Due to the level of risk associated with certain investments, it is reasonably possible that the changes in the values of investments will occur in the near term and that such changes could be material in relation to these financial statements.
8. **Fair Value Measurements** The following table sets forth by level within the fair value hierarchy the Plan investment assets at fair value, as of December 31, 2010 and 2009. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

### Investment Assets at Fair Value as of December 31, 2010

|                                        | Level 1           | Level 2           | Level 3     | Total               |
|----------------------------------------|-------------------|-------------------|-------------|---------------------|
| <b>Mutual funds</b>                    |                   |                   |             |                     |
| Bond                                   | \$ 89,554         | \$ -              | \$ -        | \$ 89,554           |
| Balanced                               | 141,929           | -                 | -           | 141,929             |
| Domestic Equity                        | 541,948           | -                 | -           | 541,948             |
| International Equity                   | 65,317            | -                 | -           | 65,317              |
| <b>Total mutual funds</b>              | <b>838,748</b>    |                   |             | <b>838,748</b>      |
| <b>Common collective trusts</b>        | -                 | 870,959           | -           | 870,959             |
| Bond (a)                               | -                 | 809,694           | -           | 809,694             |
| Equity (b)                             | -                 | 61,265            | -           | 61,265              |
| Total common collective trusts         | -                 | 870,959           | -           | 870,959             |
| <b>Total investments at fair value</b> | <b>\$ 838,748</b> | <b>\$ 870,959</b> | <b>\$ -</b> | <b>\$ 1,709,707</b> |

# Chicopee, Inc. Enhanced Retirement Savings Plan for Union Employees

## Notes to Financial Statements

**8. Fair Value Measurements (cont.)**

Investment Assets at Fair Value as of December 31, 2009

|                                        | Level 1   |                  | Level 2   |                  | Level 3     | Total               |
|----------------------------------------|-----------|------------------|-----------|------------------|-------------|---------------------|
| Mutual funds                           | \$        | 1,523,604        | \$        | -                | \$ -        | \$ 1,523,604        |
| Common collective trusts               |           | -                |           | 2,528,041        | -           | 2,528,041           |
| <b>Total investments at fair value</b> | <b>\$</b> | <b>1,523,604</b> | <b>\$</b> | <b>2,528,041</b> | <b>\$ -</b> | <b>\$ 4,051,645</b> |

- (a) This category represents common collective trust funds that are designed to deliver safety and stability by preserving principal and accumulating earning. These Funds are primarily invested in debt securities. The fair value of these funds have been estimated on the fair value of the underlying investment contracts in the fund as reported by the issuer of the fund. The fair value differs from the contract value. As previously discussed in Note 2, contract value is the relevant measurement 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.
- (b) This category represents common collective trust funds that are designed to provide a portfolio of stocks for collective investment with market capitalizations within the range of the S&P 500 Index. Such funds are held for investment with the objective of seeking to achieve long term return greater than the return on the S&P 500 Index while maintaining risk characteristics similar to the risk characteristics of the stocks in the S&P 500 Index.

**9. Subsequent Events**

During 2010, management became aware of an error in the calculation of prior Employer match contributions. The Company is in the process of researching the error and intends to voluntarily correct participants' balances with appropriate additional matching contributions. Management recorded a liability to participants in the amount of \$12,800 as of December 31, 2009 to fund these prior matching contributions. During 2011 management identified an additional \$17,000 liability relating to 2008 and 2009 matching error contributions, thus increasing the Plan sponsor's liability to \$29,800 as of December 31, 2010.

Subsequent events have been evaluated through October 10, 2011, the date the financial statements were available to be issued.

**Chicopee, Inc. Enhanced Retirement Savings Plan**  
**For Union Employees**  
**EIN: 57-1013629 Plan Number: 003**

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

*December 31, 2010*

| (a)                       | (b)<br>Identity of Issuer,<br>Borrower, Lessor, or<br>Similar Party | (c)<br>Description of Investment, Including<br>Maturity Date, Rate of Interest, Collateral,<br>Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|---------------------------|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| <b>Common trust funds</b> |                                                                     |                                                                                                                      |             |                         |
| *                         | Wells Fargo Bank, N.A.                                              | Riversource Trust Income Fund                                                                                        | **          | \$ 809,627              |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Enhanced Stock Market Fund G                                                                             | **          | 61,008                  |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Enhanced Stock Market Fund G -<br>AT                                                                     | **          | 257                     |
| *                         | Wells Fargo Bank, N.A.                                              | Total Return Bond Fund                                                                                               | **          | 67                      |
|                           |                                                                     |                                                                                                                      |             | <b>870,959</b>          |
| <b>Mutual funds</b>       |                                                                     |                                                                                                                      |             |                         |
| *                         | Wells Fargo Bank, N.A.                                              | Alger Small Cap Growth Fund                                                                                          | **          | \$ 159                  |
| *                         | Wells Fargo Bank, N.A.                                              | Dreyfus Bond Market Index Fund                                                                                       | **          | 16,612                  |
| *                         | Wells Fargo Bank, N.A.                                              | Dreyfus Premier Small Cap Equity Fund                                                                                | **          | 193                     |
| *                         | Wells Fargo Bank, N.A.                                              | Goldman Sachs Large Value Fund                                                                                       | **          | 531                     |
| *                         | Wells Fargo Bank, N.A.                                              | Goldman Sachs Structured Fund                                                                                        | **          | 30                      |
| *                         | Wells Fargo Bank, N.A.                                              | Harbor International Institutional Fund                                                                              | **          | 110                     |
| *                         | Wells Fargo Bank, N.A.                                              | Janus Overseas Fund Class I                                                                                          | **          | 67                      |
| *                         | Wells Fargo Bank, N.A.                                              | JP Morgan High Yield Fund                                                                                            | **          | 81                      |
| *                         | Wells Fargo Bank, N.A.                                              | Lazard Emerging Markets Institutional Fund                                                                           | **          | 148                     |
| *                         | Wells Fargo Bank, N.A.                                              | Loomis Sayles Strategic Income Fund                                                                                  | **          | 72,573                  |
| *                         | Wells Fargo Bank, N.A.                                              | PIMCO Real Return Fund Institutional                                                                                 | **          | 85                      |
| *                         | Wells Fargo Bank, N.A.                                              | PIMCO Total Return Fund Institutional                                                                                | **          | 130                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Equity Income Fund                                                                                     | **          | 484                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Real Estate Fund                                                                                       | **          | 201                     |
| *                         | Wells Fargo Bank, N.A.                                              | T. Rowe Price Growth Fund                                                                                            | **          | 470                     |
| *                         | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage International Bond<br>Fund                                                                     | **          | 73                      |

**Chicopee, Inc. Enhanced Retirement Savings Plan**  
**For Union Employees**  
**EIN: 57-1013629 Plan Number: 003**

**Schedule H, Line 4i, Schedule of Assets (Held at Year End) (cont.)**

*December 31, 2010*

| (a) | (b)<br>Identity of Issuer,<br>Borrower, Lessor, or<br>Similar Party | (c)<br>Description of Investment, Including<br>Maturity Date, Rate of Interest, Collateral,<br>Par or Maturity Value | (d)<br>Cost | (e)<br>Current<br>Value |
|-----|---------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-------------|-------------------------|
| *   | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage International Equity Fund                                                                      | **          | 668                     |
| *   | Wells Fargo Bank, N.A.                                              | Wells Fargo Advantage Strategic Large Cap Growth Fund                                                                | **          | 432                     |
| *   | Wells Fargo Bank, N.A.                                              | Alger Small Cap and Mid Cap Fund                                                                                     | **          | 85,430                  |
| *   | Wells Fargo Bank, N.A.                                              | American Funds Growth Fund of America                                                                                | **          | 95,484                  |
| *   | Wells Fargo Bank, N.A.                                              | Dodge and Cox International Stock Fund                                                                               | **          | 27,945                  |
| *   | Wells Fargo Bank, N.A.                                              | Dreyfus Midcap Index Fund                                                                                            | **          | 108,022                 |
| *   | Wells Fargo Bank, N.A.                                              | Goldman Sachs Large Cap Value Fund                                                                                   | **          | 67,372                  |
| *   | Wells Fargo Bank, N.A.                                              | Lord Abbett Small Cap Value Fund                                                                                     | **          | 179,826                 |
| *   | Wells Fargo Bank, N.A.                                              | Neuberger Berman Partners Adv Fund                                                                                   | **          | 3,344                   |
| *   | Wells Fargo Bank, N.A.                                              | Oakmark Equity and Income Fund                                                                                       | **          | 141,929                 |
| *   | Wells Fargo Bank, N.A.                                              | Thornburg International Value R5 Fund                                                                                | **          | 56                      |
| *   | Wells Fargo Bank, N.A.                                              | Thornburg International Value Fund                                                                                   | **          | 36,293                  |
|     |                                                                     |                                                                                                                      |             | 838,748                 |
| *   | Participant loans                                                   | Interest rates range from 4.25% to 7.00%                                                                             | -0-         | 30,510                  |
|     |                                                                     |                                                                                                                      |             | \$ 1,770,017            |

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

\*\* Cost information has not been included in column (d) because all investments are participant-directed.

