

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

Part I	Annual Report Identification Information
For calendar plan year 2010 or fiscal plan year beginning <u>11/01/2010</u> and ending <u>10/31/2011</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information
1a Name of plan <u>AEP ALABAMA UNION EMPLOYEES' PENSION PLAN</u>	1b Three-digit plan number (PN) ► <u>005</u> 1c Effective date of plan <u>11/01/1988</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) <u>AEP INDUSTRIES INC.</u> <u>125 PHILLIPS AVENUE</u> <u>S. HACKENSACK, NJ 07606</u>	2b Employer Identification Number (EIN) <u>22-1916107</u> 2c Sponsor's telephone number <u>201-641-6600</u> 2d Business code (see instructions) <u>326100</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>08/15/2012</u>	<u>PAUL J. BRENNAN</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") AEP INDUSTRIES INC. 125 PHILLIPS AVENUE S. HACKENSACK, NJ 07606	3b Administrator's EIN 22-1916107 3c Administrator's telephone number 201-641-6600
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name CHELSEA INDUSTRIES, INC.	4b EIN 04-2322590 4c PN 005
5 Total number of participants at the beginning of the plan year	5 449
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).	
a Active participants.....	6a 358
b Retired or separated participants receiving benefits.....	6b 1
c Other retired or separated participants entitled to future benefits.....	6c 30
d Subtotal. Add lines 6a , 6b , and 6c	6d 389
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0
f Total. Add lines 6d and 6e	6f 389
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 44
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
 1A 1G 3H

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

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

a Pension Schedules

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

b General Schedules

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

<div>SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Single-Employer Defined Benefit Plan Actuarial Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).</div> <div>▶ File as an attachment to Form 5500 or 5500-SF.</div>	<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection</div>
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For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

▶ Round off amounts to nearest dollar.

▶ Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ▶ 005
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF AEP INDUSTRIES INC.	D Employer Identification Number (EIN) 22-1916107
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month 11 Day 01 Year 2010
2	Assets:
a	Market value 2a 1164033
b	Actuarial value 2b 1081821
3	Funding target/participant count breakdown
	(1) Number of participants (2) Funding Target
a	For retired participants and beneficiaries receiving payment 3a 1 4397
b	For terminated vested participants 3b 34 113715
c	For active participants:
(1)	Non-vested benefits 3c(1) 80425
(2)	Vested benefits 3c(2) 1332183
(3)	Total active 3c(3) 414 1412608
d	Total 3d 449 1530720
4	If the plan is at-risk, check the box and complete items (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 6.29 %
6	Target normal cost 6 131591

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		08/13/2012
Signature of actuary		Date
PAUL J. BRENNAN		11-01485
Type or print name of actuary		Most recent enrollment number
BOSTON BENEFITS CONSULTING, INC.		978-318-9900
Firm name		Telephone number (including area code)
100 MAIN STREET CONCORD, MA 01742-2528		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

Part II	Beginning of year carryover and prefunding balances	(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8	Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9	Amount remaining (Item 7 minus item 8).....	0	0
10	Interest on item 9 using prior year's actual return of _____ %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Excess contributions (Item 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.35</u> %		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance.....		0
12	Reduction in balances due to elections or deemed elections.....	0	0
13	Balance at beginning of current year (item 9 + item 10 + item 11d – item 12).....	0	0

Part III	Funding percentages		
14	Funding target attainment percentage.....	14	70.67 %
15	Adjusted funding target attainment percentage.....	15	70.67 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.11 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

Part IV	Contributions and liquidity shortfalls				
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/04/2011	36217				
07/12/2012	219441				
Totals ►			18(b)	255658	18(c)
					0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contribution from prior years.....	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date.....	19c	216277

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No

b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No

c If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost

21 Discount rate:				
a Segment rates:	1st segment: 3.37 %	2nd segment: 6.04 %	3rd segment: 6.49 %	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.....	☒ Yes ☐ No
27 If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.....	27

Part VII Reconciliation of unpaid minimum required contributions for prior years

28 Unpaid minimum required contribution for all prior years	28	
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....	29	
30 Remaining amount of unpaid minimum required contributions (item 28 minus item 29)	30	0

Part VIII Minimum required contribution for current year

31 Target normal cost, adjusted, if applicable (see instructions).....	31	131591
32 Amortization installments:	Outstanding Balance	Installment
a Net shortfall amortization installment	448899	84686
b Waiver amortization installment	0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	
34 Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b – item 33).....	34	216277
	Carryover balance	Prefunding balance
35 Balances used to offset funding requirement		0
36 Additional cash requirement (item 34 minus item 35).....	36	216277
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (Item 19c).....	37	216277
38 Interest-adjusted excess contributions for current year (see instructions).....	38	0
39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....	39	0
40 Unpaid minimum required contribution for all years	40	0

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

For calendar plan year 2010 or fiscal plan year beginning **11/01/2010** and ending **10/31/2011**

A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 AEP INDUSTRIES INC.	D Employer Identification Number (EIN) 22-1916107	

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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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

94-1347393

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	9011	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CUBIC

65-1312579

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
20	NONE	7916	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BOSTON BENEFITS CONSULTING, INC.

04-2749141

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	NONE	5750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

Part III	Termination Information on Accountants and Enrolled Actuaries (see instructions) (complete as many entries as needed)
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a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2010</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011					
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN				B Three-digit plan number (PN) ▶ 005	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 AEP INDUSTRIES INC.				D Employer Identification Number (EIN) 22-1916107	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO SHORT TERM INVEST FUND					
b Name of sponsor of entity listed in (a): WELLS FARGO					
c EIN-PN 94-1347393-000		d Entity code P		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 34848	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-	

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection
For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011		
A Name of plan AEP ALABAMA UNION EMPLOYEES' PENSION PLAN	B Three-digit plan number (PN) ►	005
C Plan sponsor's name as shown on line 2a of Form 5500 AEP INDUSTRIES INC.	D Employer Identification Number (EIN) 22-1916107	

	Part I Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1	Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	220674	219441
	(2) Participant contributions	1b(2)		
	(3) Other	1b(3)	5151	6557
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities	1c(2)	149473	163282
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	252115	252254
	(B) All other	1c(3)(B)	29943	84441
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)	509901	535815
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)		
	(9) Value of interest in common/collective trusts	1c(9)	48102	34848
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1215359	1296638

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	51326	12636
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	51326	12636

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1164033	1284002
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	255658	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		255658
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	151	
(B) U.S. Government securities	2b(1)(B)	2319	
(C) Corporate debt instruments	2b(1)(C)	15009	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)	4686	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		22165
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	12018	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12018
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	622490	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	612010	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		10480

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)	16664	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		16664
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		316985

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	175185	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		175185
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	5750	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	16071	
(4) Other	2i(4)	10	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		21831
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		197016

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		119969
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: RUCCI, BARDARO & BARRETT P.C.

(2) EIN: 04-3141926

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

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

Part IV Compliance Questions

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

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....		X	
e Was this plan covered by a fidelity bond?.....	X		5000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

5b(1) Name of plan(s)

5b(2) EIN(s)	5b(3) PN(s)

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2010 This Form is Open to Public Inspection.
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For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

A Name of plan <u>AEP ALABAMA UNION EMPLOYEES' PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>005</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>AEP INDUSTRIES INC.</u>	D Employer Identification Number (EIN) <u>22-1916107</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): _____ Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3 <u>8</u>

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

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

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

Schedule R (Form 5500) 2010
v.092308.1

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month Day Year

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete items 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents)

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

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

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

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

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

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

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

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

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

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

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate item 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**AEP ALABAMA UNION EMPLOYEES'
PENSION PLAN
(formerly Webster, Alabama Hourly
Employees' Pension Plan)
FINANCIAL STATEMENTS,
SUPPLEMENTAL SCHEDULES
and
INDEPENDENT AUDITORS' REPORT
October 31, 2011 and 2010**



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RUCCI, BARDARO & BARRETT^{PC}
Certified Public Accountants and Business Advisors

INDEPENDENT AUDITORS' REPORT

To the Plan Administrator
AEP Alabama Union Employees' Pension Plan
South Hackensack, NJ

We were engaged to audit the accompanying statements of net assets available for benefits of **AEP Alabama Union Employees' Pension Plan (formerly Webster, Alabama Hourly Employees' Pension Plan)** as of October 31, 2011, and October 31, 2010, and the related statement of changes in net assets available for benefits for the year ended October 31, 2011, and the supplemental schedules of Schedule H, line 4i -- Schedule of Assets (Held at End of Year) and Schedule H, line 4j -- Schedule of Reportable Transactions as of and for the year ended October 31, 2011. These financial statements and supplemental schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note C, which was certified by Wells Fargo Bank N.A., the trustee of the Plan for the Plan year ended October 31 2011 and by Mellon Trust of New England N.A., for the Plan year ended October 31 2010, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustees as of October 31, 2011 and 2010, and for the years ended October 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

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

Rucci, Bardaro & Barrett, PC

Rucci, Bardaro & Barrett, PC
Certified Public Accountants

August 8, 2012



AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of October 31,

	<u>2011</u>	<u>2010</u>
ASSETS		
Investments, at fair value:		
Common stock	\$ 535,815	\$ 509,901
Corporate debt instruments	84,441	29,943
Corporate debt instruments - preferred	252,254	252,115
Common collective trust	34,848	48,102
U.S. Government securities	<u>163,282</u>	<u>149,473</u>
Total investments	<u>1,070,640</u>	<u>989,534</u>
Receivables:		
Employer contribution receivable	219,441	220,674
Interest and dividend receivable	<u>6,557</u>	<u>5,151</u>
Total receivables	<u>225,998</u>	<u>225,825</u>
Total assets	<u>1,296,638</u>	<u>1,215,359</u>
 LIABILITIES		
Accrued expenses	6,463	51,326
Due to Chelsea Industries, Inc. Pension Plan	<u>6,173</u>	<u>-</u>
Total liabilities	<u>12,636</u>	<u>51,326</u>
 NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 1,284,002</u>	<u>\$ 1,164,033</u>

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

AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended October 31,

	<u>2011</u>
ADDITIONS	
Investment and other income:	
Dividends and interest	\$ 29,497
Net appreciation in fair value of common stock	17,408
Net appreciation in fair value of corporate debt instruments	1,046
Net appreciation in U.S. Government securities	<u>13,376</u>
Total investment income	61,327
Employer contributions	219,441
Employer funding	<u>36,217</u>
Total additions	<u>316,985</u>
DEDUCTIONS	
Benefits paid directly to participants	175,185
Administrative expenses	<u>21,831</u>
Total deductions	<u>197,016</u>
Net increase	119,969
Net assets available for benefits, beginning of year	<u>1,164,033</u>
Net assets available for benefits, end of year	<u><u>\$ 1,284,002</u></u>



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

**AEP, Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

STATEMENTS OF ACCUMULATED PLAN BENEFITS

October 31,

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 4,325	\$ 4,280
Other participants	<u>1,557,183</u>	<u>1,548,950</u>
Total vested benefits	1,561,508	1,553,230
Nonvested benefits	<u>78,752</u>	<u>96,771</u>
Total actuarial present value of accumulated plan benefits	<u><u>\$ 1,640,260</u></u>	<u><u>\$ 1,650,001</u></u>



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

**AEP, Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

STATEMENT OF CHANGES IN ACCUMULATED PLAN BENEFITS

For the year ended October 31,

	<u>2011</u>
Actuarial present value of accumulated plan benefits, beginning of year	<u>\$ 1,650,001</u>
Increase (decrease) during the year attributable to:	
Interest due to decrease in the discount period	98,275
Additional benefits accumulated (including the effect of noninvestment experience)	37,253
Change in assumptions	29,916
Benefits paid to participants	<u>(175,185)</u>
Net increase	<u>(9,741)</u>
Total actuarial present value of accumulated plan benefits, end of year	<u><u>\$ 1,640,260</u></u>



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

**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS

October 31, 2011 and 2010

NOTE A - DESCRIPTION OF THE PLAN

The following brief description of the **AEP Alabama Union Employees' Pension Plan** (formerly known as the **Webster, Alabama Hourly Employees' Pension Plan**) (the "Plan") is provided only for general information. Participants should refer to the Plan Document for more complete information.

1. General

The Plan is a noncontributory defined benefit pension plan, which was established on November 1, 1988 by Chelsea Industries, Inc. On October 14, 2011 AEP Industries Inc. (the "Employer") purchased the assets and liabilities of Webster Industries, and assumed the responsibility for being the Plan administrator of the Webster Alabama Union Employees' Pension Plan, and subsequently changed the name of the Plan to the AEP Alabama Union Employees' Pension Plan.

An employee at the Employer's Montgomery, Alabama facility receiving hourly remuneration and who has worked 750 hours during the Plan year or during the 12 months subsequent to the date of hire is eligible to participate in the Plan. The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

2. Plan Administrator

The Employer is the Plan administrator and has the authority to appoint person(s) or entities to carry out the operation of the Plan. On November 1, 2010, the Plan changed its custodian from Mellon Trust of New England, N.A. to Wells Fargo Bank N.A., and Wells Fargo Bank N.A. serves as the Trustee of the Plan.

3. Funding Policy

The Employer makes annual contributions to the Plan in amounts required to provide the benefits under the Plan determined by the application of accepted actuarial methods and assumptions, as calculated by an enrolled actuary using the aggregate cost method. The Employer's contributions to the Plan are designed to annually fund current service costs, and to fund prior service costs, over approximately 30 years. The Employer's contribution for the years ended October 31, 2011 and 2010 totaled \$219,441 and \$220,674, respectively. During the Plan year ended October 31, 2011 the Employer also made an additional \$36,217 funding contribution in relation to the Plan falling below the 80% Adjusted Funding Target Percentage (AFTAP).



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE A - DESCRIPTION OF THE PLAN - Continued

4. Pension Benefits

Plan participants receive a monthly pension benefit equal to \$4.90 per month for service credited on or before October 31, 1991, \$6.00 per month for service credited between November 1, 1991 and October 31, 2001 and \$9.00 per month for service credited after October 31, 2001, multiplied by the years of service, not to exceed 30 years, reduced by the monthly benefit payable from the prior multiemployer plan for any period during which the Employer made contributions on behalf of the employee.

The normal form of benefit payment is a life annuity guaranteed for three years; however, optional forms of payment include lump sum, life annuity guaranteed for ten years and joint and survivor annuity as the participant or beneficiary may elect.

The Plan permits early retirement upon attainment of age 55 and completion of at least ten years of vested service. Benefits are determined in the same manner as normal retirement and are reduced by the appropriate early retirement factor, as defined in the Plan Document.

5. Death Benefits

If an active employee entitled to a vested benefit dies, a death benefit equal to the vested pension benefit, as adjusted for joint and survivor benefits, will become payable to the employee's spouse any time after the deceased participant's early retirement date.

6. Vesting

A participant's vested interest is based on years of continuous service. A participant is 100% vested in his/her benefits after five years of service with the Employer. One year of service for purposes of vesting is reached upon completion of 750 hours of service in a given year.

7. Plan Termination

Although, it has not expressed any intention to do so, the Employer has the right to terminate the Plan.



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE A - DESCRIPTION OF THE PLAN - Continued

7. Plan Termination - Continued

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

1. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five year preceding Plan termination.
2. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) up to the applicable limitations (discussed subsequently).
3. All other vested benefits (that is, vested benefits not insured by the PBGC).
4. All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, a statutory ceiling exists, which is adjusted periodically, on the amount of an individual's monthly benefit that the PBGC guarantees. For plan terminations occurring during 2011 that ceiling is \$4,653.41 per month (or \$55,840.92 per year). That ceiling applies to those pensioners who elect to receive their benefits in the form of a single-life annuity and are at least 65 years old at the time of retirement or plan termination (whichever comes later). For younger annuitants or those who elect to receive their benefits in some form more valuable than a single-life annuity, the corresponding ceilings are actuarially adjusted downward.



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE A - DESCRIPTION OF THE PLAN - Continued

7. Plan Termination - Continued

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

NOTE B - SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Accounting

The financial statements have been prepared on the accrual basis of accounting.

2. Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note E for a discussion of fair value measurements. The value of shares of common stock are determined based on quoted market prices. Values of corporate bonds and U.S. Government securities are provided by the custodian of those investments and represent the prices of recent trades experienced by the custodian. The value of units of the common collective trust represents the net asset value of shares held by the Plan at year-end based upon quoted market values of the underlying assets.

The common collective trust units are not traded on securities exchanges but are redeemable only by the issuer. Purchases and sales of securities are recorded on the trade date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

3. Payment of Benefits

Benefit payments to participants are recorded upon distribution.

4. Use of Estimates in the Preparation of Financial Statements

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



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE B - SIGNIFICANT ACCOUNTING POLICIES - Continued

5. Administrative Expenses

Substantially all costs of administering the Plan are paid directly by the Plan. Administration expenses are paid by the Plan unless the Employer directs otherwise.

**NOTE C - INFORMATION CERTIFIED BY THE TRUSTEE AND CUSTODIAN
(UNAUDITED)**

The Plan's investments are held by Wells Fargo Bank, N.A. ("Wells Fargo"), the Plan's trustee and custodian. Financial information included in the accompanying financial statements and supplemental schedules at October 31, 2011 and 2010, and net appreciation/depreciation in fair values of investments, interest, dividends and other income for the year ended October 31, 2011 were obtained or derived from information supplied to the Plan administrator and certified as complete and accurate by Wells Fargo.

NOTE D - INVESTMENTS

Investments at October 31, 2011 and 2010, which represent 5% or more of Plan net assets, were as follows:

	<u>2011</u>	<u>2010</u>
US Treasury - CPI Inflation Index 2.000% 01/15/2026 DD 01/15/06	\$ 104,229	\$ 94,291
JP Morgan Chase & Co Sub NT 6.125% 06/27/2017 DD 06/27/07	-	56,843
Wal Mart Stores Inc. NT 5.875% 04/05/2027 DD 04/05/07	-	56,642
US Treasury - CPI Inflation Index 1.375% 07/15/2018 DD 07/15/08	-	55,181



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE E - FAIR VALUE MEASUREMENTS

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

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3

Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE E - FAIR VALUE MEASUREMENTS - Continued

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at October 31, 2011 and 2010:

Common stock: Valued at the closing price reported on the respective issuer's stock exchange in which the stock is traded.

Corporate debt instruments: Valued at the closing price reported in the active market in which the debt is traded.

Common collective trusts: Valued at \$1 per unit of participation, representing an undivided interest in the underlying assets of the trust. The number of units held are adjusted by the trustee, based on the current market value of the underlying assets of the fund.

U.S. Government Securities: Valued at the closing price reported in the active market in which the individual security is traded.

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

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2011:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Common Stock	\$ 535,815	\$ -	\$ -	\$ 535,815
Corporate Debt Instruments	-	336,695	-	336,695
Common Collective Trust	-	-	34,848	34,848
U.S. Government Securities	<u>163,282</u>	<u>-</u>	<u>-</u>	<u>163,282</u>
Total assets at fair value	<u>\$ 699,097</u>	<u>\$ 336,695</u>	<u>\$ 34,848</u>	<u>\$ 1,070,640</u>



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE E - FAIR VALUE MEASUREMENTS - Continued

The following table sets forth a summary of changes in the fair value of the Plan's level 3 assets for the year ended October 31, 2011:

	Common Collective Trust	Total
Balance, beginning of year	\$ 48,102	\$ 48,102
Realized gains/(losses)	-	-
Unrealized gains/(losses) relating to assets still at the reporting date	-	-
Purchases, sales, issuances, settlements (net)	(13,254)	(13,254)
Balance, end of year	<u>\$ 34,848</u>	<u>\$ 34,848</u>

The following table sets forth by level within the fair value hierarchy, the Plan's assets at fair value as of October 31, 2010:

	Level 1	Level 2	Level 3	Total
Common Stock	\$ 509,901	\$ -	\$ -	\$ 509,901
Corporate Debt Instruments	-	282,058	-	282,058
Common Collective Trust	-	-	48,102	48,102
U.S. Government Securities	<u>149,473</u>	<u>-</u>	<u>-</u>	<u>149,473</u>
Total assets at fair value	<u>\$ 659,374</u>	<u>\$ 282,058</u>	<u>\$ 48,102</u>	<u>\$ 989,534</u>

NOTE F - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of dividends and interest within the statement of net assets available for benefits per the financial statements to Form 5500 as of October 31, 2011:

Dividends and interest per the financial statements	\$ 29,497
Net investment gain from common collective trust recorded on Form 5500	<u>4,686</u>
Dividends and interest per Form 5500	<u>\$ 34,183</u>



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE G - RISKS AND UNCERTAINTIES

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

Plan contributions are made and the actuarial present value of accumulated plan benefits is reported using certain assumptions pertaining to interest rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

NOTE H - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those estimated future periodic payments, including lump sum distributions, under the Plan's provisions that are attributable to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries and present employees or their beneficiaries. Benefits for active participants are a function of their base salary on the date in which the benefit information is presented. Benefits payable under all circumstances, retirement, death, disability and termination of employment, are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an independent actuary from Wells Fargo Bank, N.A. and it is that amount which results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuation as of October 31, 2011 and 2010 were (a) pre and post-retirement mortality (2011 and 2010 Mortality Tables per IRS Regulation 1.412(1)(7)-1 for 2011 and 2010, respectively) (b) retirement age assumptions (assumed retirement age of 65), (c) investment return (assumed rate of return of 8.5% for 2011 and 2010, respectively) and (d) interest discount rate (5.75% for 2011 and 2010, respectively).



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

**NOTE H - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS
- Continued**

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

NOTE I - TAX STATUS OF THE PLAN

The Plan obtained its latest determination letter October 2004, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code. Management believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of October 31, 2011 and 2010, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2008.

NOTE J - PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are part of a common collective trust managed by Wells Fargo Bank, N.A., the trustee of the Plan; therefore, these transactions qualify as party-in-interest transactions.



**AEP, Alabama Union Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)**

NOTES TO FINANCIAL STATEMENTS - CONTINUED

October 31, 2011 and 2010

NOTE K – RELATED PARTY TRANSACTIONS

During the Plan year October 31, 2011, the Plan incurred \$6,173 of administrative expenses that were paid by the Chelsea Industries, Inc. Retirement Plan. Such administrative expenses are to be repaid by the Plan and are reported as a liability of the "Statement of Net Assets Available for Benefits".

NOTE L - SUBSEQUENT EVENTS

Management has evaluated subsequent events through August 8, 2012, the date the financial statements were available to be issued. Except as disclosed above, there are no recognized or non-recognized subsequent events that existed at the balance sheet date which are necessary to disclose to keep the financial statements from being misleading.



AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Employer Identification Number: 22-1916107 -- Plan Number: 005

October 31, 2011

<u>(a)</u>	<u>(b) Identiv of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	3M Co	Common Stock	\$ 11,769	\$ 11,853
	Abbot Laboratories	Common Stock	4,066	10,774
	Albemarle Corp	Common Stock	5,538	15,987
	Aloca Inc	Common Stock	12,144	9,684
	Analog Devices Inc	Common Stock	14,994	18,285
	Arrow Electronics Inc	Common Stock	14,673	18,025
	Autoliv Inc.	Common Stock	15,478	11,554
	Bank of America Corp	Common Stock	29,532	4,583
	Best Buy Inc	Common Stock	13,316	10,492
	Campbell Soup Co	Common Stock	14,681	13,300
	Centurylink, Inc	Common Stock	17,435	17,630
	Commercial Metals Co	Common Stock	18,842	9,944
	ConocoPhillips	Common Stock	15,521	13,930
	Coventry Health Care Inc	Common Stock	5,767	15,905
	EOG Resources Inc	Common Stock	17,960	17,886
	Equifax Inc	Common Stock	8,161	14,060
	General Electric Co	Common Stock	17,191	16,710
	Genuine Parts Co	Common Stock	10,758	17,229
	HCC Insurance Holdings Inc	Common Stock	11,995	13,305
	Illinois Tool Works Inc	Common Stock	21,572	19,452
	International Business Machine	Common Stock	13,007	18,463
	Johnson & Johnson	Common Stock	18,678	19,317
	Kimberly Clark Corp	Common Stock	12,086	13,942
	Microsoft Corp	Common Stock	11,965	13,315
	Novartis AG ADR	Common Stock	13,188	16,941
	Omnicom Group Inc	Common Stock	18,396	17,792
	Pfizer Inc	Common Stock	12,809	13,482
	Raytheon Co	Common Stock	13,728	13,257
	Rent-A-Center Inc/TX	Common Stock	17,327	27,320
	Snap On Inc	Common Stock	15,513	21,468
	Telefonica S A Sponsored ADR	Common Stock	16,560	12,822
	United Technologies Corp	Common Stock	16,639	19,495
	US Bancorp Del	Common Stock	13,337	15,354
	Wal Mart Stores Inc	Common Stock	14,531	17,016
	Whirlpool Corp	Common Stock	17,769	15,243
	Total common stock		506,926	535,815



AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

Employer Identification Number: 22-1916107 -- Plan Number: 005

October 31, 2011

<u>(a)</u>	<u>(b) Identify of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	AT&T Inc 4.450% 5/15/2021 DD 04/29/2011	Corporate Debt Instruments	53,591	54,350
	Union Pac Corp 6.125% 02/15/2020 DD 02/20/09	Corporate Debt Instruments	24,684	30,091
	Total corporate debt instruments		78,275	84,441
	Bank Of America Corp 7.625% 06/01/2019 DD 06/02/09	Corporate Debt Instruments - Preferred	26,808	27,166
	Bellsouth Corp NT 5.200% 12/22/2016 DD 12/22/04	Corporate Debt Instruments - Preferred	25,000	28,532
	Boeing CO/THE 4.875% 02/15/2020 DD 07/28/09	Corporate Debt Instruments - Preferred	24,879	28,860
	General Elec Cap Corp Book 5.250% 05/15/2018 DD 05/15/08	Corporate Debt Instruments - Preferred	50,000	51,967
	JP Morgan Chase & Co Sub NT 6.125% 06/27/2017 DD 06/27/07	Corporate Debt Instruments - Preferred	49,575	54,635
	Wal Mart Stores Inc NT 5.875% 04/05/2027 DD 04/05/07	Corporate Debt Instruments - Preferred	53,677	61,094
	Total corporate debt instruments - preferred		229,939	252,254
G		Common Collective Trust	34,848	34,848
	Total common collective trust		34,848	34,848
	US Treasury-CPI Inflation 2.000% 01/15/2026 DD 01/15/06	U.S. Government Securities	85,154	104,229
	US Treasury-CPI Inflation Index 1.375% 07/15/2018 DD 07/15/07	U.S. Government Securities	44,185	59,053
	Total U.S. Government securities		129,339	163,282
	Total Investments		\$ 979,327	\$ 1,070,640

* Indicates a party-in-interest

AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4j -- SCHEDULE OF REPORTABLE TRANSACTIONS
Employer Identification Number: 22-1916107 -- Plan Number: 005

For the year ended October 31, 2011

(a) Identify of Party Involved	(b) Description of Investment	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
Single transactions in excess of 5% of plan assets								
Reliance Trust Company	G	220,674	\$ -	\$ -	-	\$ 220,674	\$ 220,674	\$ -
Reliance Trust Company	G	-	58,535	-	-	58,535	58,535	-
Reliance Trust Company	G	-	54,265	-	-	54,265	54,265	-

**SCHEDULE SB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2010

This Form is Open to Public Inspection

For calendar plan year 2010 or fiscal plan year beginning 11/01/2010 and ending 10/31/2011

Round off amounts to nearest dollar.

Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan		B Three-digit plan number (PN)	005
AEP Alabama Union Employees' Pension Plan			
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF		D Employer Identification Number (EIN)	
AEP Industries Inc.		22-1916107	
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500	

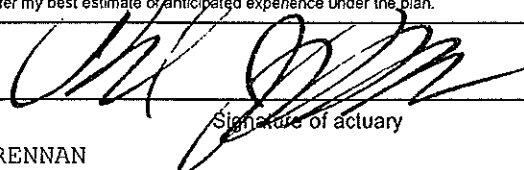
Part I Basic Information

1 Enter the valuation date: Month <u>11</u> Day <u>1</u> Year <u>2010</u>			
2 Assets:			
a Market value.....	2a	1,164,033	
b Actuarial value.....	2b	1,081,821	
3 Funding target/participant count breakdown		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	1	4,397
b For terminated vested participants	3b	34	113,715
c For active participants:			
(1) Non-vested benefits.....	3c(1)		80,425
(2) Vested benefits.....	3c(2)		1,332,183
(3) Total active	3c(3)	414	1,412,608
d Total.....	3d	449	1,530,720
4 If the plan is at-risk, check the box and complete items (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been at-risk for fewer than five consecutive years and disregarding loading factor.....	4b		
5 Effective interest rate.....	5	6.29 %	
6 Target normal cost.....	6	131,591	

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

**SIGN
HERE**



Signature of actuary

PAUL J. BRENNAN

Type or print name of actuary

BOSTON BENEFITS CONSULTING, INC.

Firm name

100 MAIN STREET

CONCORD

MA 01742-2528

Address of the firm

08/13/2012

Date

11-01485

Most recent enrollment number

(978) 318-9900

Telephone number (including area code)

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

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

Schedule SB (Form 5500) 2010
v.092308.1

	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (Item 13 from prior year)	0	0
8 Portion used to offset prior year's funding requirement (Item 35 from prior year)	0	0
9 Amount remaining (Item 7 minus item 8).....	0	0
10 Interest on item 9 using prior year's actual return of _____%		
11 Prior year's excess contributions to be added to prefunding balance:		
a Excess contributions (Item 38 from prior year)		0
b Interest on (a) using prior year's effective rate of <u>6.35</u> %		0
c Total available at beginning of current plan year to add to prefunding balance		0
d Portion of (c) to be added to prefunding balance.....		0
2 Reduction in balances due to elections or deemed elections.....	0	0
3 Balance at beginning of current year (item 9 + item 10 + item 11d - item 12)	0	0

14	Funding target attainment percentage.....	14	70.67 %
15	Adjusted funding target attainment percentage.....	15	70.67 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	80.11 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	%

(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
08/04/2011	36,217				
07/12/2012	219,441				
			Totals ►	18(b)	255,658
					18(c)
					0

a Contributions allocated toward unpaid minimum required contribution from prior years.	19a	
b Contributions made to avoid restrictions adjusted to valuation date	19b	
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	216,277

C If 20a is "Yes," see instructions and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions used to determine funding target and target normal cost**21** Discount rate:

a Segment rates:

1st segment:
3.37 %2nd segment:
6.04 %3rd segment:
6.49 %☐ N/A, full yield curve used

b Applicable month (enter code)

21b

0

22 Weighted average retirement age**22**

65

23 Mortality table(s) (see instructions) ☒ Prescribed - combined☐ Prescribed - separate☐ Substitute**Part VI Miscellaneous items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is eligible for (and is using) alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of unpaid minimum required contributions for prior years****28** Unpaid minimum required contribution for all prior years**28****29** Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (item 19a).....**29****30** Remaining amount of unpaid minimum required contributions (item 28 minus item 29).....**30**

0

Part VIII Minimum required contribution for current year**31** Target normal cost, adjusted, if applicable (see instructions).....**31**

131,591

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment

448,899

84,686

b Waiver amortization installment.....

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (item 31 + item 32a + item 32b - item 33).....**34**

216,277

Carryover balance

Prefunding balance

Total balance

35 Balances used to offset funding requirement

0

36 Additional cash requirement (item 34 minus item 35).....**36**

216,277

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (item 19c).....**37**

216,277

38 Interest-adjusted excess contributions for current year (see instructions).....**38**

0

39 Unpaid minimum required contribution for current year (excess, if any, of item 36 over item 37).....**39**

0

40 Unpaid minimum required contribution for all years**40**

0

AEP Industries Inc.
Alabama Union Employees' Pension Plan
EIN: 22-1916107 PN: 005
Statement of Actuarial Assumptions and Methods and Weighted Age

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 3.37%, 6.04%, and 6.49%
FAS Discount Rate	5.75%
FAS Return on Assets	8.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	25% of the nonvested liabilities are assumed to be forfeited
Mortality	
Changes	The FAS discount rate was decreased from 6.00% to 5.75%.

AEP Industries Inc.
Alabama Union Employees' Pension Plan
EIN: 22-1916107 PN: 005
Statement of Actuarial Assumptions and Methods and Weighted Age

Actuarial Assumptions and Methods

Actuarial cost method	Unit credit cost method
Asset valuation method	Market value with 3 year smoothing for funding calculations
Actuarial assumptions	
ERISA Interest Rates	IRS segment rates of 3.37%, 6.04%, and 6.49%
FAS Discount Rate	5.75%
FAS Return on Assets	8.50%
Compensation Increases	N.A.
Social Security Wage Base	N.A.
Retirement Age	Age 65
Termination of Employment	25% of the nonvested liabilities are assumed to be forfeited
Mortality	
Changes	The FAS discount rate was decreased from 6.00% to 5.75%.

AEP Industries Inc.
Alabama Union Employees' Pension Plan
EIN: 22-1916107 PN: 005
Summary of Plan Provisions

Plan Provisions

Effective Date	November 1, 1988
Eligible Employees	Any employee at the Company's Montgomery, Alabama facility who is receiving hourly remuneration
Participation Date	January 1 or July 1 following completion of one year of Eligibility Service
Definitions	
Vesting Service	One year for each 750-hour calendar year of employment
Eligibility Service	One year for each 750-hour computation period. Computation period means the twelve consecutive month period following the date an employee first completes an hour of service, and each Plan Year thereafter
Benefit Service	Beginning with the later of January 1, 1980 and date of hire, an employees shall be credited with Benefit Service based on the following schedule:

<u>Hours of Service an Eligible Employee in Calendar Year</u>	<u>Amount of Benefit Service</u>
Less than 375	0 years
375 - 749	1/4 year
750 - 1,039	1/2 year
1,040 - 1,499	3/4 year
1,500 or more	1 year

Plan Provisions (cont.)

Prior to January 1, 1980, Benefit Service was credited based on the schedule then in effect

Normal Retirement Date

First of month coinciding with or next following the attainment of age 65 with 5 years of Vesting Service

Monthly Pension Benefits

The sum of (a), (b), and (c) less (d):

- (a) \$9.00 per month multiplied by Benefit Service credited after October 31, 2001
- (b) \$6.00 per month multiplied by Benefit Service credited on or after November, 1991
- (c) \$4.90 per month multiplied by Benefit Service credited on or prior to October 31, 1991
- (d) The benefit payable from the prior multiemployer plan for any period during which the employer made contributions on behalf of the employee

In no event shall the sum of Benefit Service credited under (a) exceed 30 years. In no event shall Benefit Service credited under (a), (b), and (c) combined exceed 30 years

Monthly Preretirement

50% of the Monthly Pension Benefit as of the date of death, reduced for the 50% joint and survivor election and reduced for payment as early as the employee's 55th birthday

Eligibility for Benefits

Normal Retirement

Monthly Pension Benefit determined as of Normal Retirement Date

Plan Provisions (cont.)

Early Retirement	Retire before Normal Retirement Date and on or after both attaining age 55 and completing 10 years of Vesting Service
Disability Retirement	Totally and permanently disabled after completing at least 10 years of Vesting Service
Postponed Retirement	Retire after Normal Retirement Date
Deferred Vested	Termination for reasons other than death or retirement after completing 5 years of Vesting Service
Preretirement Spouse Benefit	Die while eligible for Deferred Vested, Early, Normal, or Postponed Retirement Benefits, with a surviving spouse

Monthly Benefits Paid Upon the Following Events

Normal Retirement	Monthly Pension Benefit determined as of Normal Retirement Date
Early Retirement	Monthly Pension Benefit determined as of early retirement date, reduced by 0.25% for each of the first 36 months and by 0.50% for each additional month by which Early Retirement Date precedes Normal Retirement Date
Disability Retirement	Monthly Pension Benefit based on Benefit Service earned at the time of disability payable beginning after the fifth month of disability and continuing until death, retirement, or recovery
Postponed Retirement	Monthly Pension Benefit determined as of actual retirement date

Monthly Benefits Paid Upon the Following Events (cont.)

Termination with Deferred Vested Benefit	Monthly Pension Benefit determined as of termination date, payable at Normal Retirement Date or anytime after age 55 reduced 0.50% for each month by which commencement of payments precedes Normal Retirement Date
Death with Preretirement Spouse Benefits	Monthly Preretirement Spouse Benefit is payable
Forms of Payment	Monthly Pension Benefits will be paid as a three-year certain and life annuity, if the participant has no spouse as of the date payments commence, or if the participant so elects. Married participants will be paid in the form of a 50% joint and survivor annuity option or, if the participant elects and the spouse consents, another actuarially equivalent optional form offered by the Plan. Optional forms include a ten-year certain and life annuity, a three-year certain and life annuity, and a lump sum payment.
Changes in Plan Provisions	There were no changes in Plan provisions during the Plan Year.

AEP Industries Inc.
Alabama Union Employees' Pension Plan
EIN: 22-1916107 PN: 005
Statement of Active Participants

Distribution of Active Participants

Credited Years of Service										
<u>Age</u>	<u>1-4</u>	<u>5-9</u>	<u>10-14</u>	<u>15-19</u>	<u>20-24</u>	<u>25-29</u>	<u>30-34</u>	<u>35-39</u>	<u>40-44</u>	<u>Total</u>
20-24	32	2								34
25-29	40	26								66
30-34	20	17	4							41
35-39	26	13	11	2						52
40-44	25	13	2	5		1				46
45-49	21	8	10	7	2	1				49
50-54	8	18	11	5	2	2	3			49
55-59	6	9	12	5	1	3	2	4		42
60-64	4	5	3	3	4		2	4	1	26
65-69	1	3	2		1			1		8
70-74			1							1
75-79				<u>1</u>						<u>1</u>
Total	183	114	56	28	10	7	7	9	1	415

E.I.N. 22-1916107

P.N. 005

Schedule SB, line 32 - Schedule of Amortization Bases

AEP INDUSTRIES, INC.
ALABAMA UNION EMPLOYEES'
PENSION PLAN

A. AMORTIZATION BASE

	Date Established	Amortization Installment	Years Remaining Installments Amortization Period	Present Value Amortization of Remaining Installments
Shortfall	01-Nov-08	46,193	5.00	216,388
Shortfall	01-Nov-09	5,965	6.00	32,997
Shortfall	01-Nov-10	32,528	7.00	
Totals:		84,686		249,385

E.I.N. 22 - 1916107

P.N. 005

Schedule SB, line 19 - Discounted Employer Contributions

**AEP INDUSTRIES, INC.
ALABAMA UNION EMPLOYEES'
PENSION PLAN**

Date	Contribution	Interest Rate	Discounted Contribution
04-Aug-11	\$36,217	11.29	\$33,403
15-Jul-12	219,441	11.29	182,874
TOTALS	\$255,658		\$216,277

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2010</div> This Form is Open to Public Inspection
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Part I Annual Report Identification Information			
For calendar plan year 2010 or fiscal plan year beginning <u>11/01/2010</u> and ending <u>10/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here. ☐			
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description) _____		

Part II Basic Plan Information—enter all requested information			
1a Name of plan AEP Alabama Union Employees' Pension Plan		1b Three-digit plan number (PN) ▶	<u>005</u>
2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.) AEP Industries Inc. 125 Phillips Avenue S. Hackensack NJ 07606		1c Effective date of plan <u>11/01/1988</u>	2b Employer Identification Number (EIN) <u>22-1916107</u>
		2c Sponsor's telephone number <u>(201) 641-6600</u>	2d Business code (see instructions) <u>326100</u>

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

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

SIGN HERE	<i>Karen L. Aloia</i> Signature of plan administrator	<u>08-06-12</u> Date	KAREN L ALOIA Enter name of individual signing as plan administrator
SIGN HERE	<i>Karen L. Aloia</i> Signature of employer/plan sponsor	<u>08-06-12</u> Date	KAREN L ALOIA Enter name of individual signing as employer or plan sponsor
SIGN HERE	_____ Signature of DFE	_____ Date	_____ Enter name of individual signing as DFE

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

Form 5500 (2010)
v.092307.1

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") SAME		3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name <u>Chelsea Industries, Inc.</u>		4b EIN 04-2322590 4c PN 005
5 Total number of participants at the beginning of the plan year	5	449
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a, 6b, 6c, and 6d).		
a Active participants.....	6a	358
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	30
d Subtotal. Add lines 6a, 6b, and 6c.....	6d	389
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e.....	6f	389
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	44
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

1A 1G 3H

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	(1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor

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

a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information - Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)
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AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR)

Employer Identification Number: 22-1916107 -- Plan Number: 005

October 31, 2011

<u>(a)</u>	<u>(b) Identfity of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	3M Co	Common Stock	\$ 11,769	\$ 11,853
	Abbot Laboratories	Common Stock	4,066	10,774
	Albemarle Corp	Common Stock	5,538	15,987
	Aloca Inc	Common Stock	12,144	9,684
	Analog Devices Inc	Common Stock	14,994	18,285
	Arrow Electronics Inc	Common Stock	14,673	18,025
	Autoliv Inc.	Common Stock	15,478	11,554
	Bank of America Corp	Common Stock	29,532	4,583
	Best Buy Inc	Common Stock	13,316	10,492
	Campbell Soup Co	Common Stock	14,681	13,300
	Centurylink, Inc	Common Stock	17,435	17,630
	Commercial Metals Co	Common Stock	18,842	9,944
	ConocoPhillips	Common Stock	15,521	13,930
	Coventry Health Care Inc	Common Stock	5,767	15,905
	EOG Resources Inc	Common Stock	17,960	17,886
	Equifax Inc	Common Stock	8,161	14,060
	General Electric Co	Common Stock	17,191	16,710
	Genuine Parts Co	Common Stock	10,758	17,229
	HCC Insurance Holdings Inc	Common Stock	11,995	13,305
	Illinois Tool Works Inc	Common Stock	21,572	19,452
	International Business Machine	Common Stock	13,007	18,463
	Johnson & Johnson	Common Stock	18,678	19,317
	Kimberly Clark Corp	Common Stock	12,086	13,942
	Microsoft Corp	Common Stock	11,965	13,315
	Novartis AG ADR	Common Stock	13,188	16,941
	Omnicom Group Inc	Common Stock	18,396	17,792
	Pfizer Inc	Common Stock	12,809	13,482
	Raytheon Co	Common Stock	13,728	13,257
	Rent-A-Center Inc/TX	Common Stock	17,327	27,320
	Snap On Inc	Common Stock	15,513	21,468
	Telefonica S A Sponsored ADR	Common Stock	16,560	12,822
	United Technologies Corp	Common Stock	16,639	19,495
	US Bancorp Del	Common Stock	13,337	15,354
	Wal Mart Stores Inc	Common Stock	14,531	17,016
	Whirlpool Corp	Common Stock	17,769	15,243
	Total common stock		506,926	535,815

AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4i -- SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

Employer Identification Number: 22-1916107 -- Plan Number: 005

October 31, 2011

<u>(a)</u>	<u>(b) Identity of Issue, Borrower, Lessor or Similar Party</u>	<u>(c) Description of Investment</u>	<u>(d) Cost</u>	<u>(e) Current Value</u>
	AT&T Inc 4.450% 5/15/2021 DD 04/29/2011	Corporate Debt Instruments	53,591	54,350
	Union Pac Corp 6.125% 02/15/2020 DD 02/20/09	Corporate Debt Instruments	24,684	30,091
	Total corporate debt instruments		78,275	84,441
	Bank Of America Corp 7.625% 06/01/2019 DD 06/02/09	Corporate Debt Instruments - Preferred	26,808	27,166
	Bellsouth Corp NT 5.200% 12/22/2016 DD 12/22/04	Corporate Debt Instruments - Preferred	25,000	28,532
	Boeing CO/THE 4.875% 02/15/2020 DD 07/28/09	Corporate Debt Instruments - Preferred	24,879	28,860
	General Elec Cap Corp Book 5.250% 05/15/2018 DD 05/15/08	Corporate Debt Instruments - Preferred	50,000	51,967
	JP Morgan Chase & Co Sub NT 6.125% 06/27/2017 DD 06/27/07	Corporate Debt Instruments - Preferred	49,575	54,635
	Wal Mart Stores Inc NT 5.875% 04/05/2027 DD 04/05/07	Corporate Debt Instruments - Preferred	53,677	61,094
	Total corporate debt instruments - preferred		229,939	252,254
G		Common Collective Trust	34,848	34,848
	Total common collective trust		34,848	34,848
	US Treasury-CPI Inflation 2.000% 01/15/2026 DD 01/15/06	U.S. Government Securities	85,154	104,229
	US Treasury-CPI Inflation Index 1.375% 07/15/2018 DD 07/15/07	U.S. Government Securities	44,185	59,053
	Total U.S. Government securities		129,339	163,282
	Total Investments		\$ 979,327	\$ 1,070,640

* Indicates a party-in-interest



AEP Alabama Hourly Employees' Pension Plan
(formerly Webster, Alabama Hourly Employees' Pension Plan)

SCHEDULE H, LINE 4j – SCHEDULE OF REPORTABLE TRANSACTIONS
Employer Identification Number: 22-1916107 -- Plan Number: 005

For the year ended October 31, 2011

<u>(a) Identify of Party Involved</u>	<u>(b) Description of Investment</u>	<u>(c) Purchase Price</u>	<u>(d) Selling Price</u>	<u>(e) Lease Rental</u>	<u>(f) Expense Incurred with Transaction</u>	<u>(g) Cost of Asset</u>	<u>(h) Current Value of Asset on Transaction Date</u>	<u>(i) Net Gain or (Loss)</u>
Single transactions in excess of 5% of plan assets								
Reliance Trust Company	G	220,674	\$ -	\$ -	\$ -	\$ 220,674	\$ 220,674	\$ -
Reliance Trust Company	G	-	58,535	-	-	58,535	58,535	-
Reliance Trust Company	G	-	54,265	-	-	54,265	54,265	-