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), 6057(b), 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

2011

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
HERITAGE BAG COMPANY 401K PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 09/01/1996

2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan)

HERITAGE BAG COMPANY

1648 DIPLOMAT DRIVE
CARROLLTON, TX 75006-6847

1648 DIPLOMAT DRIVE
CARROLLTON, TX 75006-6847

2b Employer Identification Number (EIN)
75-1425644

2c Sponsor's telephone number
972-241-5525

2d Business code (see instructions)
326100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	09/07/2012	APRIL MCINTYRE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
HERITAGE BAG COMPANY

1648 DIPLOMAT DRIVE
CARROLLTON, TX 75006-6847

3b Administrator's EIN
75-1425644

3c Administrator's telephone number
972-241-5525

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	753
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**	692
b	Retired or separated participants receiving benefits	**6b**	2
c	Other retired or separated participants entitled to future benefits	**6c**	97
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	791
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	2
f	Total. Add lines **6d** and **6e**	**6f**	793
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	723
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	48
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:
2E 2F 2G 2J 2K 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	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)	X	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)	X	**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)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)	X	**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**2011** **This Form is Open to Public Inspection.**

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
HERITAGE BAG COMPANY 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERITAGE BAG COMPANY

D Employer Identification Number (EIN)
75-1425644

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FID.INV.INST.OPS.CO.

04-2647786

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 71 60	RECORDKEEPER	17826	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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 [ ]

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DIVRS DIVD INV - INVESCO AIM I 98-0557567	0.50%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PIMCO REAL RTN BD AD - BOSTON FINAN 330 W. 9TH STREET KANSAS CITY, MO 66160	0.26%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RDGWTH MID CAP VAL I - BOSTON FINAN P.O. BOX 8480 BOSTON, MA 02266	0.40%

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
RS EMERGING MKTS A - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.55%

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND A - FRANKLIN TEMPL 94-3167260	0.40%

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
HERITAGE BAG COMPANY 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
HERITAGE BAG COMPANY

D Employer Identification Number (EIN)
75-1425644

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

a Name of MTIA, CCT, PSA, or 103-12 IE: FID MGD INC PORT

b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103 12 IE at end of year (see instructions)
04-3022712-024	C	182195

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)

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2011

This Form is Open to Public Inspection

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
HERITAGE BAG COMPANY 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERITAGE BAG COMPANY

D Employer Identification Number (EIN)
75-1425644

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	2331549	2012509
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	112333	109262
(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)	1050199	1045020
(9) Value of interest in common/collective trusts	1c(9)	56669	182195
(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)	22453297	21278395
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(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	26004047	24627381
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	26004047	24627381

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)	410875	
(B) Participants	2a(1)(B)	1329747	
(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)		1740622
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	220	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	50994	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		51214
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	2395	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	724765	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		727160
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	641786	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	683310	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-41524

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	11846	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		11846
(6) Net investment gain (loss) from common/collective trusts	2b(6)		5415
(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)		-1055811
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		1438922
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	2797650	
(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)		2797650
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		1739
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	16199	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		16199
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		2815588
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-1376666
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: WEAVER, LLP (2) EIN: 75-0786316

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.) **4a**		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.) **4b**		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.) **4c**		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.) **4d**		X	
e	Was this plan covered by a fidelity bond? **4e**	X		2500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? **4f**		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? **4g**		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? **4h**		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.) **4i**	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.) **4j**		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? **4k**		X	
l	Has the plan failed to provide any benefit when due under the plan? **4l**		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) **4m**		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. **4n**		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

2011

This Form is Open to Public Inspection.

For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan
HERITAGE BAG COMPANY 401K PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
HERITAGE BAG COMPANY

D Employer Identification Number (EIN)
75-1425644

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 04-6568107

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **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 or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

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):

HERITAGE BAG COMPANY 401 (K) PLAN

FINANCIAL REPORT AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

C O N T E N T S

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FINANCIAL STATEMENTS

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SUPPLEMENTAL SCHEDULE

Schedule H, Part IV, Line 4i Supplemental Schedule of Assets (Held at End of Year) 15

* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Heritage Bag Company 401(k) Plan
Dallas, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Heritage Bag Company 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Fidelity Management Trust Company (the Trustee), except for comparing the information with the related information included in the financial statements and supplementary schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010, and for the years then ended, 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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
September 4, 2012

HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments at fair value (Note 3)	$ 23,577,867	$ 24,953,387
Notes receivable from participants	1,045,020	1,050,199
Total assets	24,622,887	26,003,586
NET ASSETS AVAILABLE FOR BENEFITS	$ 24,622,887	$ 26,003,586

The Notes to Financial Statements are
an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	$ 410,875	$ 426,561
Employee salary deferral contributions	1,329,747	1,373,799
Employee rollovers	-	7,330
Interest and dividend income (Note 3)	726,218	279,885
Interest income on notes receivable from participants	50,999	53,892
Net appreciation/(depreciation) in fair value of investments (Note 3)	(1,055,810)	2,902,808
Other	106	6,757
Total additions	1,462,135	5,051,032
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Distributions to participants	2,799,395	1,342,882
Participant fees	16,199	15,555
Other	27,240	82
Total deductions	2,842,834	1,358,519
NET INCREASE/(DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	(1,380,699)	3,692,513
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	26,003,586	22,311,073
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 24,622,887	$ 26,003,586

The Notes to Financial Statements are an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the Heritage Bag Company (the Company and the Plan Administrator) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective September 1, 1996, and covers substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan established Fidelity Management Trust Company (Fidelity) as the Plan trustee and has adopted the Fidelity Plan document. During 2011 and 2010, all investment transactions were executed by Fidelity.

Eligibility

The Plan requirements allow employees to be eligible to participate in the Plan after he/she completes four months of service and is at least 18 years of age.

Participants become eligible for Company contributions after completion of one year of credited service and must be employed at the end of the year, with the exception of employees terminated during the year due to retirement, death, or disability.

Contributions

The Plan offers participants the ability to contribute from 1% to 60% of their eligible compensation, as defined in the Plan document. The Company makes matching contributions of 50% of the first 4% of the participant's pretax earnings. The Plan allows participants who are age 50 or older to make pre-tax catch-up contributions each year in increments of $500.

The Company may also contribute an additional profit sharing amount determined at the sole discretion of the Company's Board of Directors. During the plan years ended December 31, 2011 and 2010, employer contributions were made from forfeited amounts totaling $22,104 and $14,068, respectively.

Investment Options

Upon enrollment in the Plan and throughout the participant's eligible period of employment, each participant may direct his or her employee, Company matching, and Company discretionary contributions, in 1% increments, in several core mutual fund alternatives. In addition to the core alternatives participants may select from additional Fidelity funds in the Fidelity Mutual Fund Window (MFW). The MFW was eliminated effective August 5, 2010.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Investment Options – Continued

Effective August 5, 2010 the Plan added Fidelity BrokerageLink (BrokerageLink), a self-directed brokerage account. BrokerageLink expands the participant's investment choices and gives the participant the opportunity to more actively manage their contributions. The annual cost for the participant is $25 to participate in BrokerageLink. Certain Fidelity funds carry short-term trading fees which are paid by the participant.

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contributions, plan earnings, and allocations of the Company's matching contributions on a monthly basis. The Company's discretionary contributions are credited in the participant's account based on the investment allocation specified by the participant.

Vesting

The Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon are subject to the following vesting schedule:

Years of Credited Service	Percentage Vested
2	20%
3	40%
4	66%
5	100%

Participants are immediately vested in their pretax contributions plus actual earnings thereon.

That portion of a participant's nonvested Company match or Company discretionary contribution account which is forfeited due to termination of employment for reasons other than retirement, disability or death, in any given year, may be used to reduce the Company contributions in the successive year. During the plan years ended December 31, 2011 and 2010 the amount of nonvested forfeitures were $15,995 and $17,604, respectively.

Affiliate Employer Service

The Plan provides credit for years of service and vesting rights to employees of affiliates.

Payment of Benefits

The vested portion of a participant's account balance is paid to the participant or the participant's beneficiary, as appropriate, in a lump sum as of the valuation date following retirement, death, disability or termination of employment.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Payment of Benefits – Continued

To the extent a terminated participant's account balance exceeds $5,000 and the participant has not attained age 70-1/2, the participant is allowed to leave funds in the Plan and can continue to earn investment income on the account balance until April 1 of the calendar year following the calendar year during which the participant attains age 70-1/2.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum of the lesser of $50,000, reduced by the highest outstanding note balance the employee had in the previous 12 months, or 50% of the current vested account balance. Notes receivable from participants bear interest at the Bank of America Prime Rate plus 1% to be reviewed quarterly, as determined by the Company's Board of Directors. Applicable rates on new notes receivable made during 2011 were 4.25%. Participants may have only one note outstanding at any time. Note repayments, including principal and interest, are made ratably through weekly payroll deductions. Notes are secured by a lien on the participant's account balance in the Plan. The Plan also permits owner-employees the ability to borrow 401(k) dollars similar to all other employees.

Administrative Expenses

Administrative expenses are paid by the Company on behalf of the Plan.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements are prepared on an accrual basis of accounting.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

Investment Valuation

Investments of the Plan consist of registered investment company mutual funds. The investments are held by the Trustee and the investments in all of the funds are presented at fair value as determined by the Trustee based on the quoted market prices of the underlying securities within each fund.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Payment of Benefits

Benefits are recorded when paid. At December 31, 2011 and 2010, there were no unprocessed participant benefit payment requests included in net assets.

Derivative Financial Instruments

The Plan's adoption of Accounting Standards Codification (ASC) 815 (ASC 815) *Derivative Instruments and Hedging Activities* did not affect the Plan's statements of net assets or changes in net assets. The Plan holds no derivative financial instruments at December 31, 2011 and 2010 and does not currently engage in hedging activities.

Risks and Uncertainties

The Plan provides for various investment options in mutual funds. These types of 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, including those held by the Plan, it is at least reasonably possible the changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED)

The investments included in the December 31, 2011 and 2010 Statements of Net Assets Available for Benefits, the investment activities included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010, and certain information on investments and investment activities in the notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of $23,577,867 and $24,953,387 at December 31, 2011 and 2010, respectively, and related investment losses of $329,592 and related investment gains of $3,182,693 for the years ended December 31, 2011 and 2010, respectively.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

The fair value of investments at December 31, 2011 and 2010, which is reported by the Trustees, is summarized as follows:

	2011		2010	
Brokeragelink	$ 400,044		$ 256,544	
Fidelity Capital Appreciation	918,416		929,855	
Fidelity Convertible Securities	711,603		832,176	
Fidelity Disciplined Equity	-		1,437,829	*
Fidelity Diversified International	1,140,012		1,356,338	*
Fidelity Equity Income	-		1,169,707	
Fidelity Freedom 2000	13,182		15,689	
Fidelity Freedom 2005	97,389		4,885	
Fidelity Freedom 2010	220,200		177,241	
Fidelity Freedom 2015	297,312		535,382	
Fidelity Freedom 2020	925,901		784,384	
Fidelity Freedom 2025	349,586		401,181	
Fidelity Freedom 2030	1,251,761	*	1,324,064	*
Fidelity Freedom 2035	443,569		444,944	
Fidelity Freedom 2040	125,497		123,460	
Fidelity Freedom 2045	102,786		83,304	
Fidelity Freedom 2050	169,039		121,344	
Fidelity Freedom Income	43,847		60,787	
Fidelity Government Income	87,791		118,051	
Fidelity Growth Company	5,481,582	*	5,608,976	*
Fidelity Low Priced Stock	1,072,832		1,375,404	*
Fidelity Managed Income Portfolio	177,701		56,233	
Fidelity Mid Cap Stock	2,154,447	*	2,459,595	*
Fidelity Real Estate Investment	79,421		78,237	
Fidelity Retirement Money Market Portfolio	1,721,727	*	2,187,313	*
Fidelity Small Cap Stock	569,005		663,261	
Fidelity US Bond Index	-		1,293,751	
Fidelity Value	-		58,513	
Invesco Diversified Dividend Investor Class	1,180,520	*	-	
Pimco Real Return Bond AD	101,985		106,551	
Ridgeworth Mid Cap Value I	72,807		-	
RS Emerging Markets A	16,681		38,618	
Spartan 500 Index Fund Investor Class	2,098,531	*	711,762	
Spartan International Index Fund Investor Class	11,287		3,335	
Spartan US Bond Index	1,356,928	*	-	
Tmpl Global Bond A	184,478		134,673	
Total investments	$ 23,577,867		$ 24,953,387	

*indicates investments representing 5% or more of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

	2011	2010
Interest and dividend income	$ 726,218	$ 279,885
Net appreciation (depreciation) in fair value of investments:		
Fidelity Asset Manager 20%	-	476
Fidelity Asset Manager 50%	-	11,382
Fidelity Asset Manager 85%	-	3,844
Fidelity Balanced Fund	-	1,462
Fidelity Blue Chip Growth	-	704
Fidelity Canada	-	6,546
Fidelity Capital Appreciation	(26,051)	139,400
Fidelity Capital & Income	-	724
Fidelity Contrafund	-	2,685
Fidelity Convertible Securities	(82,178)	116,484
Fidelity Disciplined Equity	89,337	96,856
Fidelity Diversified International	(196,863)	92,605
Fidelity Dividend Growth	-	13
Fidelity Emerging Markets	-	34,828
Fidelity Emerging Asia	-	97
Fidelity Equity Income	74,017	132,795
Fidelity Europe	-	219
Fidelity Export and Multinational	-	2,601
Fidelity Fidelity Fund	-	(96)
Fidelity Fifty	-	10
Fidelity Freedom 2000	(46)	666
Fidelity Freedom 2005	(2,778)	(1,475)
Fidelity Freedom 2010	(7,698)	19,267
Fidelity Freedom 2015	(13,545)	3,713
Fidelity Freedom 2020	(44,293)	64,682
Fidelity Freedom 2025	(23,634)	21,694
Fidelity Freedom 2030	(93,041)	93,283
Fidelity Freedom 2035	(35,875)	31,391
Fidelity Freedom 2040	(10,827)	11,825
Fidelity Freedom 2045	(8,625)	8,041
Fidelity Freedom 2050	(15,701)	12,449
Fidelity Freedom Income	157	2,650
Fidelity Ginnie Mae	-	3,196
Fidelity Government Income	2,367	134
Fidelity Growth Strategies	-	4,130
Fidelity Growth & Income	-	2
Fidelity Growth Company	(139,345)	929,884
Fidelity Independence	-	172
Fidelity Inflation Protection Bond	-	699
Government Fund	-	201

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

Fidelity Intermediate Bond	$ -	$ 454
Fidelity Intermediate Government Income	-	2,069
Fidelity International Capital Appreciation	-	1,382
Fidelity International Discovery	-	10,683
Fidelity International Real Estate	-	(96)
Fidelity Investment Grade Bond	-	1,542
Fidelity Japan	-	18
Fidelity Large Cap Growth	-	11
Fidelity Large Cap Stock	-	(1)
Fidelity Large Cap Value	-	(16)
Fidelity Latin America	-	13,175
Fidelity Leveraged Co Stock	-	34,409
Fidelity Low Priced Stock	(59,225)	236,069
Fidelity Mid Cap Growth	-	23,449
Fidelity Mid Cap Stock	(185,651)	452,381
Fidelity Mid Cap Value	-	2,368
Fidelity Mortgage Securities	-	1
Fidelity New Markets Income	-	9,130
Fidelity OTC Portfolio	-	(105)
Fidelity Overseas	-	1,267
Fidelity Real Estate Inc	-	478
Fidelity Real Estate Investment Portfolio	4,716	11,445
Fidelity Small Cap Discovery	-	739
Fidelity Small Cap Growth	-	701
Fidelity Small Cap Independence	-	1,061
Fidelity Small Cap Stock	(107,465)	111,179
Fidelity Small Cap Value	-	12,201
Fidelity Strategic Income	-	261
Fidelity Telecom & Utilities	-	164
Fidelity Total Bond	-	1,915
Fidelity Trend	-	452
Fidelity US Bond Index	-	32,244
Fidelity Value	3,645	10,341
Fidelity Value Strategies	-	1,413
Fidelity Worldwide	-	1,317
Invesco Diversified Dividend Investor Class	(102,249)	-
Pimco Real Return Bond AD	3,518	(2,825)
Ridgeworth Mid Cap Value I	(15,461)	-
RS Emerging Markets A	(5,434)	2,205
Spartan 500 Index Fund Investor Class	(87,677)	79,017
Spartan Extended Market Index	-	378
Spartan International Index	(950)	(2)
Spartan Total Market Index	-	2
Spartan US Bond Index	49,530	-
Tmpl Global Bond A	(18,485)	(307)
Net appreciation/(depreciation) in fair value of investments:	(1,055,810)	2,902,808
TOTAL INVESTMENT GAINS/(LOSSES)	$ (329,592)	$ 3,182,693

NOTE 4. PLAN TERMINATION

The Company reserves the right to discontinue the Plan at any time. Upon termination, all participants must receive written notice, and all amounts credited to the participants' accounts shall become 100% vested.

NOTE 5. TAX STATUS

The Plan has obtained a determination letter 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.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and is therefore qualified and the related trust is tax-exempt.

The Financial Accounting Standards Board (FASB) has recently issued new guidance in accounting for uncertainties in income taxes which requires that the Plan recognize in its financial statements the financial effects of a tax position, if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the tax position. The new requirements also provide guidance on measurement, classification, interest, penalties and disclosure.

Tax positions taken related to the Plan's tax exempt status, unrelated business activities taxable income and deductibility of expenses and other miscellaneous tax positions have been reviewed, and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The entity's tax years 2008 through 2011 remain subject to examination.

NOTE 6. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by the trustee qualify as party-in-interest transactions.

NOTE 7. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as shown in the financial statements to Form 5500 as of December 31, 2011:

Net assets available for benefits per financial statements	$ 24,622,887
Adjustment for fund valued at contract value	4,494
Net assets available for benefits per Form 5500	$ 24,627,381

The following is a reconciliation of net decrease in net assets available for benefits shown in the financial statements to Form 5500 as of December 31, 2011:

Net decrease in net assets available for benefits per financial statements	$ (1,380,699)
Adjustment for fund valued at contract value	4,494
Adjustment for prior year contract valuation	(461)
Net decrease in net assets available for benefits per Form 5500	$ (1,376,666)

NOTE 8. FAIR VALUE MEASUREMENTS

In September 2006, the FASB issued a new standard relating to fair value measurements, Accounting Standards Codification (ASC) 820 (ASC 820), Fair Value Measures and Disclosures which introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. Fair value measurements guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 inputs: Quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

Level 3 inputs: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

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

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Balanced/Hybrid Funds	$ 711,603	$ -	$ -	$ 711,603
Blended Investments	5,220,589	-	-	5,220,589
Bond Funds	1,731,182	-	-	1,731,182
Domestic Equity Funds	12,384,301	-	-	12,384,301
International/Global Funds	1,151,299	-	-	1,151,299
Managed Income/Stable Value	177,701	-	-	177,701
Money Market Funds	1,721,727	-	-	1,721,727
Other	400,044	-	-	400,044
Specialty Funds	79,421	-	-	79,421
Total assets	$ 23,577,867	$ -	$ -	$ 23,577,867

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2010:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Balanced/Hybrid Funds	$ 832,176	$ -	$ -	$ 832,176
Blended Investments	4,076,665	-	-	4,076,665
Bond Funds	1,653,026	-	-	1,653,026
Domestic Equity Funds	14,453,520	-	-	14,453,520
International/Global Funds	1,359,673	-	-	1,359,673
Managed Income/Stable Value	56,233	-	-	56,233
Money Market Funds	2,187,313	-	-	2,187,313
Other	256,544	-	-	256,544
Specialty Funds	78,237	-	-	78,237
Total assets	$ 24,953,387	$ -	$ -	$ 24,953,387

NOTE 9. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 4, 2012, which is the date the financial statements were issued. On January 1, 2012 the Company adopted a Safe Harbor Plan. The Plan allows the Company to designate all or a portion of any matching contribution for a Plan Year as a qualified matching contribution and allocate them to employees to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. The Plan also provides 100% matching up to 1% of the participant's eligible pay and 50% of the next 5% of the participant's eligible pay. Safe Harbor matching contributions will be 100% vested and nonforfeitable.

SUPPLEMENTAL SCHEDULE

HERITAGE BAG COMPANY 401 (k) PLAN
EIN: 75-1425644
PLAN NUMBER: 002
SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Investments	Brokeragelink	$386,263	$ 400,044
*	Fidelity Investments	Fidelity Capital Appreciation	849,167	918,416
*	Fidelity Investments	Fidelity Convertible Securities	652,340	711,603
*	Fidelity Investments	Fidelity Diversified International	1,193,887	1,140,012
*	Fidelity Investments	Fidelity Freedom 2000	12,974	13,182
*	Fidelity Investments	Fidelity Freedom 2005	100,043	97,389
*	Fidelity Investments	Fidelity Freedom 2010	222,621	220,200
*	Fidelity Investments	Fidelity Freedom 2015	311,235	297,312
*	Fidelity Investments	Fidelity Freedom 2020	933,893	925,901
*	Fidelity Investments	Fidelity Freedom 2025	349,241	349,586
*	Fidelity Investments	Fidelity Freedom 2030	1,298,047	1,251,761
*	Fidelity Investments	Fidelity Freedom 2035	449,690	443,569
*	Fidelity Investments	Fidelity Freedom 2040	127,596	125,497
*	Fidelity Investments	Fidelity Freedom 2045	104,120	102,786
*	Fidelity Investments	Fidelity Freedom 2050	172,235	169,039
*	Fidelity Investments	Fidelity Freedom Income	41,855	43,847
*	Fidelity Investments	Fidelity Government Income	87,355	87,791
*	Fidelity Investments	Fidelity Growth Company	4,458,457	5,481,582
*	Fidelity Investments	Fidelity Low Priced Stock	978,744	1,072,832
*	Fidelity Investments	Fidelity Managed Income Portfolio	177,701	177,701
*	Fidelity Investments	Fidelity Mid Cap Stock	1,937,067	2,154,447
*	Fidelity Investments	Fidelity Real Estate Investment	75,598	79,421
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	1,721,727	1,721,727
*	Fidelity Investments	Fidelity Small Cap Stock	565,480	569,005
*	Fidelity Investments	Invesco Diversified Dividend Investor Class	1,274,033	1,180,520
*	Fidelity Investments	Pimco Real Return Bond AD	101,217	101,985
*	Fidelity Investments	Ridgeworth Mid Cap Value I	87,895	72,807
*	Fidelity Investments	RS Emerging Markets A	20,274	16,681
*	Fidelity Investments	Spartan 500 Index Fund Investor Class	2,108,690	2,098,531
*	Fidelity Investments	Spartan International Index Fund Investor Class	12,238	11,287
*	Fidelity Investments	Spartan US Bond Index	1,270,630	1,356,928
*	Fidelity Investments	Tmpl Global Bond A	204,291	184,478
	Notes Receivable from participants	4.25% to 9.00% interest rates	-0-	1,045,020
				$ 24,622,887

* Party-in interest

HERITAGE BAG COMPANY 401 (K) PLAN

FINANCIAL REPORT AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2011

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Heritage Bag Company 401(k) Plan
Dallas, Texas

We were engaged to audit the accompanying statements of net assets available for benefits of Heritage Bag Company 401(k) Plan (the Plan) as of December 31, 2011 and 2010, and the related statements of changes in net assets available for benefits for the years then ended, and the supplemental schedule of assets (held at end of year) as of December 31, 2011, as listed in the accompanying table of contents. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by the Fidelity Management Trust Company (the Trustee), except for comparing the information with the related information included in the financial statements and supplementary schedule. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the Trustee as of December 31, 2011 and 2010, and for the years then ended, 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 schedule taken as a whole. The form and content of the information included in the financial statements and schedule other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Weaver and Tidwell, L.L.P

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
September 4, 2012

HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2011 AND 2010

	2011	2010
ASSETS		
Investments at fair value (Note 3)	$ 23,577,867	$ 24,953,387
Notes receivable from participants	1,045,020	1,050,199
Total assets	24,622,887	26,003,586
NET ASSETS AVAILABLE FOR BENEFITS	$ 24,622,887	$ 26,003,586

The Notes to Financial Statements are
an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2011 AND 2010

	2011	2010
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	$ 410,875	$ 426,561
Employee salary deferral contributions	1,329,747	1,373,799
Employee rollovers	-	7,330
Interest and dividend income (Note 3)	726,218	279,885
Interest income on notes receivable from participants	50,999	53,892
Net appreciation/(depreciation) in fair value of investments (Note 3)	(1,055,810)	2,902,808
Other	106	6,757
Total additions	1,462,135	5,051,032
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Distributions to participants	2,799,395	1,342,882
Participant fees	16,199	15,555
Other	27,240	82
Total deductions	2,842,834	1,358,519
NET INCREASE/(DECREASE) IN NET ASSETS AVAILABLE FOR BENEFITS	(1,380,699)	3,692,513
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	26,003,586	22,311,073
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 24,622,887	$ 26,003,586

The Notes to Financial Statements are an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the Heritage Bag Company (the Company and the Plan Administrator) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective September 1, 1996, and covers substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan established Fidelity Management Trust Company (Fidelity) as the Plan trustee and has adopted the Fidelity Plan document. During 2011 and 2010, all investment transactions were executed by Fidelity.

Eligibility

The Plan requirements allow employees to be eligible to participate in the Plan after he/she completes four months of service and is at least 18 years of age.

Participants become eligible for Company contributions after completion of one year of credited service and must be employed at the end of the year, with the exception of employees terminated during the year due to retirement, death, or disability.

Contributions

The Plan offers participants the ability to contribute from 1% to 60% of their eligible compensation, as defined in the Plan document. The Company makes matching contributions of 50% of the first 4% of the participant's pretax earnings. The Plan allows participants who are age 50 or older to make pre-tax catch-up contributions each year in increments of $500.

The Company may also contribute an additional profit sharing amount determined at the sole discretion of the Company's Board of Directors. During the plan years ended December 31, 2011 and 2010, employer contributions were made from forfeited amounts totaling $22,104 and $14,068, respectively.

Investment Options

Upon enrollment in the Plan and throughout the participant's eligible period of employment, each participant may direct his or her employee, Company matching, and Company discretionary contributions, in 1% increments, in several core mutual fund alternatives. In addition to the core alternatives participants may select from additional Fidelity funds in the Fidelity Mutual Fund Window (MFW). The MFW was eliminated effective August 5, 2010.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Investment Options – Continued

Effective August 5, 2010 the Plan added Fidelity BrokerageLink (BrokerageLink), a self-directed brokerage account. BrokerageLink expands the participant's investment choices and gives the participant the opportunity to more actively manage their contributions. The annual cost for the participant is $25 to participate in BrokerageLink. Certain Fidelity funds carry short-term trading fees which are paid by the participant.

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contributions, plan earnings, and allocations of the Company's matching contributions on a monthly basis. The Company's discretionary contributions are credited in the participant's account based on the investment allocation specified by the participant.

Vesting

The Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon are subject to the following vesting schedule:

Years of Credited Service	Percentage Vested
2	20%
3	40%
4	66%
5	100%

Participants are immediately vested in their pretax contributions plus actual earnings thereon.

That portion of a participant's nonvested Company match or Company discretionary contribution account which is forfeited due to termination of employment for reasons other than retirement, disability or death, in any given year, may be used to reduce the Company contributions in the successive year. During the plan years ended December 31, 2011 and 2010 the amount of nonvested forfeitures were $15,995 and $17,604, respectively.

Affiliate Employer Service

The Plan provides credit for years of service and vesting rights to employees of affiliates.

Payment of Benefits

The vested portion of a participant's account balance is paid to the participant or the participant's beneficiary, as appropriate, in a lump sum as of the valuation date following retirement, death, disability or termination of employment.

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Payment of Benefits – Continued

To the extent a terminated participant's account balance exceeds $5,000 and the participant has not attained age 70-1/2, the participant is allowed to leave funds in the Plan and can continue to earn investment income on the account balance until April 1 of the calendar year following the calendar year during which the participant attains age 70-1/2.

Notes Receivable from Participants

Participants may borrow a minimum of $1,000 up to a maximum of the lesser of $50,000, reduced by the highest outstanding note balance the employee had in the previous 12 months, or 50% of the current vested account balance. Notes receivable from participants bear interest at the Bank of America Prime Rate plus 1% to be reviewed quarterly, as determined by the Company's Board of Directors. Applicable rates on new notes receivable made during 2011 were 4.25%. Participants may have only one note outstanding at any time. Note repayments, including principal and interest, are made ratably through weekly payroll deductions. Notes are secured by a lien on the participant's account balance in the Plan. The Plan also permits owner-employees the ability to borrow 401(k) dollars similar to all other employees.

Administrative Expenses

Administrative expenses are paid by the Company on behalf of the Plan.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements are prepared on an accrual basis of accounting.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

Investment Valuation

Investments of the Plan consist of registered investment company mutual funds. The investments are held by the Trustee and the investments in all of the funds are presented at fair value as determined by the Trustee based on the quoted market prices of the underlying securities within each fund.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

Payment of Benefits

Benefits are recorded when paid. At December 31, 2011 and 2010, there were no unprocessed participant benefit payment requests included in net assets.

Derivative Financial Instruments

The Plan's adoption of Accounting Standards Codification (ASC) 815 (ASC 815) *Derivative Instruments and Hedging Activities* did not affect the Plan's statements of net assets or changes in net assets. The Plan holds no derivative financial instruments at December 31, 2011 and 2010 and does not currently engage in hedging activities.

Risks and Uncertainties

The Plan provides for various investment options in mutual funds. These types of 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, including those held by the Plan, it is at least reasonably possible the changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED)

The investments included in the December 31, 2011 and 2010 Statements of Net Assets Available for Benefits, the investment activities included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010, and certain information on investments and investment activities in the notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of $23,577,867 and $24,953,387 at December 31, 2011 and 2010, respectively, and related investment losses of $329,592 and related investment gains of $3,182,693 for the years ended December 31, 2011 and 2010, respectively.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

The fair value of investments at December 31, 2011 and 2010, which is reported by the Trustees, is summarized as follows:

	2011		2010	
Brokeragelink	$ 400,044		$ 256,544	
Fidelity Capital Appreciation	918,416		929,855	
Fidelity Convertible Securities	711,603		832,176	
Fidelity Disciplined Equity	-		1,437,829	*
Fidelity Diversified International	1,140,012		1,356,338	*
Fidelity Equity Income	-		1,169,707	
Fidelity Freedom 2000	13,182		15,689	
Fidelity Freedom 2005	97,389		4,885	
Fidelity Freedom 2010	220,200		177,241	
Fidelity Freedom 2015	297,312		535,382	
Fidelity Freedom 2020	925,901		784,384	
Fidelity Freedom 2025	349,586		401,181	
Fidelity Freedom 2030	1,251,761	*	1,324,064	*
Fidelity Freedom 2035	443,569		444,944	
Fidelity Freedom 2040	125,497		123,460	
Fidelity Freedom 2045	102,786		83,304	
Fidelity Freedom 2050	169,039		121,344	
Fidelity Freedom Income	43,847		60,787	
Fidelity Government Income	87,791		118,051	
Fidelity Growth Company	5,481,582	*	5,608,976	*
Fidelity Low Priced Stock	1,072,832		1,375,404	*
Fidelity Managed Income Portfolio	177,701		56,233	
Fidelity Mid Cap Stock	2,154,447	*	2,459,595	*
Fidelity Real Estate Investment	79,421		78,237	
Fidelity Retirement Money Market Portfolio	1,721,727	*	2,187,313	*
Fidelity Small Cap Stock	569,005		663,261	
Fidelity US Bond Index	-		1,293,751	
Fidelity Value	-		58,513	
Invesco Diversified Dividend Investor Class	1,180,520	*	-	
Pimco Real Return Bond AD	101,985		106,551	
Ridgeworth Mid Cap Value I	72,807		-	
RS Emerging Markets A	16,681		38,618	
Spartan 500 Index Fund Investor Class	2,098,531	*	711,762	
Spartan International Index Fund Investor Class	11,287		3,335	
Spartan US Bond Index	1,356,928	*	-	
Tmpl Global Bond A	184,478		134,673	
Total investments	$ 23,577,867		$ 24,953,387	

*indicates investments representing 5% or more of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

	2011	2010
Interest and dividend income	$ 726,218	$ 279,885
Net appreciation (depreciation) in fair value of investments:		
Fidelity Asset Manager 20%	-	476
Fidelity Asset Manager 50%	-	11,382
Fidelity Asset Manager 85%	-	3,844
Fidelity Balanced Fund	-	1,462
Fidelity Blue Chip Growth	-	704
Fidelity Canada	-	6,546
Fidelity Capital Appreciation	(26,051)	139,400
Fidelity Capital & Income	-	724
Fidelity Contrafund	-	2,685
Fidelity Convertible Securities	(82,178)	116,484
Fidelity Disciplined Equity	89,337	96,856
Fidelity Diversified International	(196,863)	92,605
Fidelity Dividend Growth	-	13
Fidelity Emerging Markets	-	34,828
Fidelity Emerging Asia	-	97
Fidelity Equity Income	74,017	132,795
Fidelity Europe	-	219
Fidelity Export and Multinational	-	2,601
Fidelity Fidelity Fund	-	(96)
Fidelity Fifty	-	10
Fidelity Freedom 2000	(46)	666
Fidelity Freedom 2005	(2,778)	(1,475)
Fidelity Freedom 2010	(7,698)	19,267
Fidelity Freedom 2015	(13,545)	3,713
Fidelity Freedom 2020	(44,293)	64,682
Fidelity Freedom 2025	(23,634)	21,694
Fidelity Freedom 2030	(93,041)	93,283
Fidelity Freedom 2035	(35,875)	31,391
Fidelity Freedom 2040	(10,827)	11,825
Fidelity Freedom 2045	(8,625)	8,041
Fidelity Freedom 2050	(15,701)	12,449
Fidelity Freedom Income	157	2,650
Fidelity Ginnie Mae	-	3,196
Fidelity Government Income	2,367	134
Fidelity Growth Strategies	-	4,130
Fidelity Growth & Income	-	2
Fidelity Growth Company	(139,345)	929,884
Fidelity Independence	-	172
Fidelity Inflation Protection Bond	-	699
Government Fund	-	201

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) – CONTINUED

Fidelity Intermediate Bond	$ -	$ 454
Fidelity Intermediate Government Income	-	2,069
Fidelity International Capital Appreciation	-	1,382
Fidelity International Discovery	-	10,683
Fidelity International Real Estate	-	(96)
Fidelity Investment Grade Bond	-	1,542
Fidelity Japan	-	18
Fidelity Large Cap Growth	-	11
Fidelity Large Cap Stock	-	(1)
Fidelity Large Cap Value	-	(16)
Fidelity Latin America	-	13,175
Fidelity Leveraged Co Stock	-	34,409
Fidelity Low Priced Stock	(59,225)	236,069
Fidelity Mid Cap Growth	-	23,449
Fidelity Mid Cap Stock	(185,651)	452,381
Fidelity Mid Cap Value	-	2,368
Fidelity Mortgage Securities	-	1
Fidelity New Markets Income	-	9,130
Fidelity OTC Portfolio	-	(105)
Fidelity Overseas	-	1,267
Fidelity Real Estate Inc	-	478
Fidelity Real Estate Investment Portfolio	4,716	11,445
Fidelity Small Cap Discovery	-	739
Fidelity Small Cap Growth	-	701
Fidelity Small Cap Independence	-	1,061
Fidelity Small Cap Stock	(107,465)	111,179
Fidelity Small Cap Value	-	12,201
Fidelity Strategic Income	-	261
Fidelity Telecom & Utilities	-	164
Fidelity Total Bond	-	1,915
Fidelity Trend	-	452
Fidelity US Bond Index	-	32,244
Fidelity Value	3,645	10,341
Fidelity Value Strategies	-	1,413
Fidelity Worldwide	-	1,317
Invesco Diversified Dividend Investor Class	(102,249)	-
Pimco Real Return Bond AD	3,518	(2,825)
Ridgeworth Mid Cap Value I	(15,461)	-
RS Emerging Markets A	(5,434)	2,205
Spartan 500 Index Fund Investor Class	(87,677)	79,017
Spartan Extended Market Index	-	378
Spartan International Index	(950)	(2)
Spartan Total Market Index	-	2
Spartan US Bond Index	49,530	-
Tmpl Global Bond A	(18,485)	(307)
Net appreciation/(depreciation) in fair value of investments:	(1,055,810)	2,902,808
TOTAL INVESTMENT GAINS/(LOSSES)	$ (329,592)	$ 3,182,693

NOTE 4. PLAN TERMINATION

The Company reserves the right to discontinue the Plan at any time. Upon termination, all participants must receive written notice, and all amounts credited to the participants' accounts shall become 100% vested.

NOTE 5. TAX STATUS

The Plan has obtained a determination letter 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.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and is therefore qualified and the related trust is tax-exempt.

The Financial Accounting Standards Board (FASB) has recently issued new guidance in accounting for uncertainties in income taxes which requires that the Plan recognize in its financial statements the financial effects of a tax position, if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the tax position. The new requirements also provide guidance on measurement, classification, interest, penalties and disclosure.

Tax positions taken related to the Plan's tax exempt status, unrelated business activities taxable income and deductibility of expenses and other miscellaneous tax positions have been reviewed, and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The entity's tax years 2008 through 2011 remain subject to examination.

NOTE 6. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by the trustee qualify as party-in-interest transactions.

NOTE 7. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as shown in the financial statements to Form 5500 as of December 31, 2011:

Net assets available for benefits per financial statements	$ 24,622,887
Adjustment for fund valued at contract value	4,494
Net assets available for benefits per Form 5500	$ 24,627,381

The following is a reconciliation of net decrease in net assets available for benefits shown in the financial statements to Form 5500 as of December 31, 2011:

Net decrease in net assets available for benefits per financial statements	$ (1,380,699)
Adjustment for fund valued at contract value	4,494
Adjustment for prior year contract valuation	(461)
Net decrease in net assets available for benefits per Form 5500	$ (1,376,666)

NOTE 8. FAIR VALUE MEASUREMENTS

In September 2006, the FASB issued a new standard relating to fair value measurements, Accounting Standards Codification (ASC) 820 (ASC 820), Fair Value Measures and Disclosures which introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. Fair value measurements guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 inputs: Quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

Level 3 inputs: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

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

Following is a description of the valuation methodologies used for assets measured at fair value.

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

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2011:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Balanced/Hybrid Funds	$ 711,603	$ -	$ -	$ 711,603
Blended Investments	5,220,589	-	-	5,220,589
Bond Funds	1,731,182	-	-	1,731,182
Domestic Equity Funds	12,384,301	-	-	12,384,301
International/Global Funds	1,151,299	-	-	1,151,299
Managed Income/Stable Value	177,701	-	-	177,701
Money Market Funds	1,721,727	-	-	1,721,727
Other	400,044	-	-	400,044
Specialty Funds	79,421	-	-	79,421
Total assets	$ 23,577,867	$ -	$ -	$ 23,577,867

NOTE 8. FAIR VALUE MEASUREMENTS – CONTINUED

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2010:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Balanced/Hybrid Funds	$ 832,176	$ -	$ -	$ 832,176
Blended Investments	4,076,665	-	-	4,076,665
Bond Funds	1,653,026	-	-	1,653,026
Domestic Equity Funds	14,453,520	-	-	14,453,520
International/Global Funds	1,359,673	-	-	1,359,673
Managed Income/Stable Value	56,233	-	-	56,233
Money Market Funds	2,187,313	-	-	2,187,313
Other	256,544	-	-	256,544
Specialty Funds	78,237	-	-	78,237
Total assets	$ 24,953,387	$ -	$ -	$ 24,953,387

NOTE 9. SUBSEQUENT EVENTS

Subsequent events were evaluated through September 4, 2012, which is the date the financial statements were issued. On January 1, 2012 the Company adopted a Safe Harbor Plan. The Plan allows the Company to designate all or a portion of any matching contribution for a Plan Year as a qualified matching contribution and allocate them to employees to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. The Plan also provides 100% matching up to 1% of the participant's eligible pay and 50% of the next 5% of the participant's eligible pay. Safe Harbor matching contributions will be 100% vested and nonforfeitable.

SUPPLEMENTAL SCHEDULE

HERITAGE BAG COMPANY 401 (k) PLAN
EIN: 75-1425644
PLAN NUMBER: 002
SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2011

(a)	(b) Identity of Issuer	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Investments	Brokeragelink	$386,263	$ 400,044
*	Fidelity Investments	Fidelity Capital Appreciation	849,167	918,416
*	Fidelity Investments	Fidelity Convertible Securities	652,340	711,603
*	Fidelity Investments	Fidelity Diversified International	1,193,887	1,140,012
*	Fidelity Investments	Fidelity Freedom 2000	12,974	13,182
*	Fidelity Investments	Fidelity Freedom 2005	100,043	97,389
*	Fidelity Investments	Fidelity Freedom 2010	222,621	220,200
*	Fidelity Investments	Fidelity Freedom 2015	311,235	297,312
*	Fidelity Investments	Fidelity Freedom 2020	933,893	925,901
*	Fidelity Investments	Fidelity Freedom 2025	349,241	349,586
*	Fidelity Investments	Fidelity Freedom 2030	1,298,047	1,251,761
*	Fidelity Investments	Fidelity Freedom 2035	449,690	443,569
*	Fidelity Investments	Fidelity Freedom 2040	127,596	125,497
*	Fidelity Investments	Fidelity Freedom 2045	104,120	102,786
*	Fidelity Investments	Fidelity Freedom 2050	172,235	169,039
*	Fidelity Investments	Fidelity Freedom Income	41,855	43,847
*	Fidelity Investments	Fidelity Government Income	87,355	87,791
*	Fidelity Investments	Fidelity Growth Company	4,458,457	5,481,582
*	Fidelity Investments	Fidelity Low Priced Stock	978,744	1,072,832
*	Fidelity Investments	Fidelity Managed Income Portfolio	177,701	177,701
*	Fidelity Investments	Fidelity Mid Cap Stock	1,937,067	2,154,447
*	Fidelity Investments	Fidelity Real Estate Investment	75,598	79,421
*	Fidelity Investments	Fidelity Retirement Money Market Portfolio	1,721,727	1,721,727
*	Fidelity Investments	Fidelity Small Cap Stock	565,480	569,005
*	Fidelity Investments	Invesco Diversified Dividend Investor Class	1,274,033	1,180,520
*	Fidelity Investments	Pimco Real Return Bond AD	101,217	101,985
*	Fidelity Investments	Ridgeworth Mid Cap Value I	87,895	72,807
*	Fidelity Investments	RS Emerging Markets A	20,274	16,681
*	Fidelity Investments	Spartan 500 Index Fund Investor Class	2,108,690	2,098,531
*	Fidelity Investments	Spartan International Index Fund Investor Class	12,238	11,287
*	Fidelity Investments	Spartan US Bond Index	1,270,630	1,356,928
*	Fidelity Investments	Tmpl Global Bond A	204,291	184,478
	Notes Receivable from participants	4.25% to 9.00% interest rates	-0-	1,045,020
				$ 24,622,887

* Party-in interest