

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). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2011 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>			
A This return/report is for:	☐ a multiemployer plan;	☐ a multiple-employer plan; or	
	☒ a single-employer plan;	☐ a DFE (specify) ____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan <u>GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>	
	1c Effective date of plan	<u>01/01/1994</u>	
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>GATEWAY PACKAGING, L.L.C.</u> <u>20 CENTRAL INDUSTRIAL DRIVE</u> <u>GRANITE CITY, IL 62040</u>	2b Employer Identification Number (EIN) <u>43-1271346</u>	2c Sponsor's telephone number <u>618-451-0010</u>	2d Business code (see instructions) <u>323100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	DAVID ANTONINI
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/05/2012	DAVID ANTONINI
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") GATEWAY PACKAGING, L.L.C. 20 CENTRAL INDUSTRIAL DRIVE GRANITE CITY, IL 62040	3b Administrator's EIN 43-1271346 3c Administrator's telephone number 618-451-0010
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name GATEWAY PACKAGING COMPANY	4b EIN 43-1271346 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	190
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	155
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	14
d Subtotal. Add lines 6a , 6b , and 6c	6d	170
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	170
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	111
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	6
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 2G 2J 2K 2T 3D

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 <u>GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GATEWAY PACKAGING, L.L.C.</u>	D Employer Identification Number (EIN) <u>43-1271346</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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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)

ASSOCIATED TRUST COMPANY, N.A.

30-0219031

(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?
15 17 24 28 37 38 50 51 64 70	NONE	28942	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011

A Name of plan <u>GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>GATEWAY PACKAGING, L.L.C.</u>	D Employer Identification Number (EIN) <u>43-1271346</u>	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOCIATED BALANCED LIFESTAGE FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771933-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>77747</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOC GROWTH BALANCED LIFESTAGE FD</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771934-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>89749</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOCIATED GROWTH LIFESTAGE FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771936-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>193535</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOC AGGRESS GROWTH LIFESTAGE FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771937-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>420211</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOCIATED MONEY MARKET COMMON FUND</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>52-7241044-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>387273</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>ASSOC CONSERV BALANCED LIFESTAGE FD</u>		
b Name of sponsor of entity listed in (a): <u>ASSOCIATED TRUST COMPANY, N.A.</u>		
c EIN-PN <u>39-6771932-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>211482</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2011 This Form is Open to Public Inspection
For calendar plan year 2011 or fiscal plan year beginning <u>01/01/2011</u> and ending <u>12/31/2011</u>		
A Name of plan <u>GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GATEWAY PACKAGING, L.L.C.</u>	D Employer Identification Number (EIN) <u>43-1271346</u>	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a	4295	3890
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)	731	564
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	0	69986
	(9) Value of interest in common/collective trusts.....	1c(9)	1689008	1379998
	(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)	2389152	2164515
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4083186	3618953

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4083186	3618953
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Part II Income and Expense Statement

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

Income**a Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	66164	
(B) Participants	2a(1)(B)	366939	
(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)		433103

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

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2426	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2426

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	36680	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		36680

(3) Rents	2b(3)		
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(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0
(6) Net investment gain (loss) from common/collective trusts	2b(6)		-32174
(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)		-76470
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		363565

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	798855	
(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)		798855
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	24543	
(4) Other	2i(4)	4400	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		28943
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		827798

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-464233
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: **BKD, LLP**

(2) EIN: **44-0160260**

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.).....	☒	☐	615
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.).....	☐	☒	
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.)	☐	☒	
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.).....	☐	☒	
e Was this plan covered by a fidelity bond?.....	☒	☐	1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	☐	☒	
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?	☐	☒	
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?	☐	☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	☒	☐	
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.).....	☐	☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....	☐	☒	
l Has the plan failed to provide any benefit when due under the plan?	☐	☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....	☐	☒	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	☐	☐	

- 5a** Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?

If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

A Name of plan <u>GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>GATEWAY PACKAGING, L.L.C.</u>	D Employer Identification Number (EIN) <u>43-1271346</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>30-0219031</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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): _____

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan

EIN 43-1271346 PN 001

Accountants' Report and Financial Statements

December 31, 2011 and 2010



Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
December 31, 2011 and 2010

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Independent Accountants' Report

Plan Administrator
Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Granite City, Illinois

We were engaged to audit the accompanying statement of net assets available for benefits of Gateway Packaging LLC Employees' 401(k) Retirement Plan (Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* (ERISA), the Plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which was certified by Associated Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The accompanying supplemental schedules listed in the table of contents are presented for purposes of additional analysis and are not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described above, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BKD, LLP

Louisville, Kentucky
September 6, 2012
Federal Employer Identification Number: 44-0160260

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

Assets

	<u>2011</u>	<u>2010</u>
Investments, At Fair Value	\$ 3,544,513	\$ 4,078,160
Receivables		
Accrued interest and dividends	564	731
Notes receivable from participants	<u>69,986</u>	<u>-</u>
	<u>70,550</u>	<u>731</u>
Cash	<u>3,890</u>	<u>4,295</u>
Total assets	3,618,953	4,083,186

Liabilities

Administrative expenses payable	<u>5,921</u>	<u>6,422</u>
Net Assets Available for Benefits	<u><u>\$ 3,613,032</u></u>	<u><u>\$ 4,076,764</u></u>

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (108,644)	\$ 414,626
Interest and dividends	<u>36,680</u>	<u>33,824</u>
Net investment income (loss)	<u>(71,964)</u>	<u>448,450</u>
Interest on Notes Receivable From Participants	<u>2,426</u>	<u>8</u>
Contributions		
Participants	366,939	371,421
Employer	66,164	142,098
Rollovers	<u>-</u>	<u>4,291</u>
Total contributions	<u>433,103</u>	<u>517,810</u>
Total additions	<u>363,565</u>	<u>966,268</u>
Deductions		
Benefits paid directly to participants	798,855	96,434
Administrative expenses	<u>28,442</u>	<u>28,997</u>
Total deductions	<u>827,297</u>	<u>125,431</u>
Net Increase (Decrease)	(463,732)	840,837
Net Assets Available for Benefits, Beginning of Year	<u>4,076,764</u>	<u>3,235,927</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 3,613,032</u></u>	<u><u>\$ 4,076,764</u></u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 1: Description of the Plan

The following description of Gateway Packaging, LLC Employees' 401(k) Retirement Plan (Plan), provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan administrator. The Plan was amended January 1, 2011 (see Note 7), which changed the name from Gateway Packaging Employees' 401(k) Retirement Plan.

General

The Plan is a defined contribution plan sponsored by Gateway Packaging Company, LLC (Company) for the benefit of its employees who have at least 60 days of service and are age 21 or older. Employees covered by a collective bargaining agreement are not eligible to participate in the Plan. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Associated Trust Company, N.A. (Associated Trust) is the trustee of the Plan.

Contributions

Through December 31, 2010, the Plan permitted eligible employees, through a salary deferral election, to have the Company make annual contributions of up to 70 percent of eligible compensation. Employee rollover and eligible catch-up contributions are also permitted. Effective January 1, 2011, the Plan was amended to increase the maximum amount of eligible compensation an employee could contribute to 85 percent and allow employees to make Roth (after-tax) contributions to the Plan.

For the period of January 1, 2010, through May 22, 2011, the Company made matching contributions of 50 percent of employees' salary deferral amounts on the first six percent of employees' compensation. Effective May 23, 2011, the Plan was amended to eliminate the required employer matching contributions and employer contributions became discretionary in nature and subject to approval by the Company's board of directors. No employer contributions were made after the Plan amendment as the Company's board of directors did not approve any discretionary matching or profit-sharing contributions. Contributions are subject to certain limitations. Forfeitures are used to reduce Company matching contributions.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to pay Plan expenses or to reduce Company matching contributions.

Payment of Benefits

Upon termination of service, the participants may elect to receive their vested benefit in a variety of forms, such as lump sum, annual installments, etc. The Plan allows for in-service distributions once a participant reaches age 59 ½ as well as hardship distributions subject to Plan provisions. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the participant's account will automatically be distributed in accordance with the Plan provisions.

At December 31, 2011 and 2010, \$0 and \$11,338, respectively, of Plan assets were allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled \$8,462 and \$2,602, respectively. Effective January 1, 2011, these accounts will be used to offset Plan expenses with any remaining forfeitures used to reduce future Company discretionary matching contributions, if any. There were \$1,572 and \$6,159 of forfeitures used to reduce Company matching contributions for the years ended December 31, 2011 and 2010, respectively.

Participant Loans

For the period of January 1, 2010, through December 31, 2010, the Plan did not provide for participant loans. During this period, however, certain participants had outstanding loans that were assets previously accepted from another plan that did provide for participant loans. These loans were being administered in accordance with the previous plan's loan policy.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Effective January 1, 2011, the Plan was amended to allow for participant loans. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of \$50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan administrator.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the 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 in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year-end. Participant loans are valued at amortized cost, which approximates fair value. The Plan's interests in the collective trust funds are valued based on information reported by Associated Trust using the audited financial statements of the collective trusts at year-end.

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

Notes Receivable From Participants

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. The accrual of interest on loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype retirement plan and trust/custodial document sponsored by Associated Trust. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2008.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 3: Investments

The following table represents the Plan's investments. Investments that represented five percent or more of the Plan's net assets available for benefits are separately identified:

	2011	2010
Mutual funds		
Vanguard Index 500 Fund	\$ *	\$ 647,576
First Eagle Sogen Global Fund A	212,922	310,850
The Growth Fund of America	210,899	239,154
Vanguard Total Bond Market Index Fund	*	212,432
Vanguard Total Bond Market Index Fund	190,749	*
Vanguard 500 Index Signal Fund	683,104	*
Other mutual funds	866,842	979,140
Collective trust funds		
Aggressive Growth Lifestage Fund	420,211	493,383
Conservative Balanced Lifestage Fund	211,482	503,451
Money Market Fund	387,273	363,165
Growth Liftstage Fund	193,535	*
Other collective trust funds	167,496	329,009
	<u>\$ 3,544,513</u>	<u>\$ 4,078,160</u>

*Represents investments that did not exceed five percent of the Plan's net assets available for benefits for the plan year noted.

During the years ended 2011 and 2010, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value, as follows:

	2011	2010
Mutual funds	\$ (60,504)	\$ 289,683
Collective trust funds	(48,140)	124,943
	<u>\$ (108,644)</u>	<u>\$ 414,626</u>

Interest and dividends realized on the Plan's investments for the years ended 2011 and 2010 were \$36,680 and \$33,824 respectively.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. In 2011, the Plan incurred \$28,442 of administrative and trust fees from Associated Trust, \$22,521 of which was paid and \$5,921 of which is accrued and unpaid at December 31, 2011. In 2010, the Plan incurred \$28,997 of administrative and trust fees from Associated Trust, \$22,575 of which was paid and \$6,422 of which is accrued and unpaid at December 31, 2010. The Company provides certain administrative services at no cost to the Plan.

Note 5: Fair Value of Plan Assets

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets, 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
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include the Plan's interest in collective trust funds, which are valued using the audited financial statements for the collective trust funds. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There were no Level 3 securities.

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31:

2011				
Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Mutual funds				
Large/mid cap U.S. equities	\$ 1,248,278	\$ 1,248,278	\$ -	\$ -
International equities	421,722	421,722	-	-
Multi-asset	225,640	225,640	-	-
Small/mid cap U.S. equities	268,876	268,876	-	-
Collective trust funds				
Large/mid cap U.S. equities	193,535	-	193,535	-
Multi-asset	378,978	-	378,978	-
Fixed income	387,273	-	387,273	-
Small/mid cap U.S. equities	420,211	-	420,211	-
	<u>\$ 3,544,513</u>	<u>\$ 2,164,516</u>	<u>\$ 1,379,997</u>	<u>\$ -</u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

2010				
	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Large/mid cap U.S. equities	\$ 1,356,752	\$ 1,356,752	\$ -	\$ -
International equities	572,741	572,741	-	-
Multi-asset	277,322	277,322	-	-
Small/mid cap U.S. equities	182,337	182,337	-	-
Collective trust funds				
Large/mid cap U.S. equities	161,259	-	161,259	-
Multi-asset	671,201	-	671,201	-
Fixed income	363,165	-	363,165	-
Small/mid cap U.S. equities	493,383	-	493,383	-
	<u>\$ 4,078,160</u>	<u>\$ 2,389,152</u>	<u>\$ 1,689,008</u>	<u>\$ -</u>

For the years ended December 31, 2011 and 2010, realized and unrealized gains and losses included in net increase (decrease) in net assets available for benefits for the period from January 1, 2010, through December 31, 2011, are reported in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Note 6: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	\$ 3,613,032	\$ 4,076,764
Plus current year administrative expenses payable	5,921	6,422
Net assets available for benefits per Form 5500	<u>\$ 3,618,953</u>	<u>\$ 4,083,186</u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements for the years ended December 31 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (463,732)	\$ 840,837
Plus current year administrative expenses payable	5,921	6,422
Less prior year administrative expenses payable	<u>(6,422)</u>	<u>-</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ (464,233)</u>	<u>\$ 847,259</u>

The statements of net assets available for benefits and changes in net assets available for benefits included in the Plan's Form 5500 filing excludes the accrued administrative expenses that remained unpaid at December 31, 2011.

Note 7: Plan Amendments

Effective January 1, 2011, the Plan was amended as follows:

1. Plan name was changed to Gateway Packaging, LLC Employees' 401(k) Retirement Plan (formerly Gateway Packaging Employees' 401(k) Retirement Plan).
2. Allow forfeitures to be used to either pay Plan expenses or reduce any employer matching contributions.
3. Allow participants to make Roth (after-tax) deferrals.
4. Increased the maximum amount a participant can contribute to 85 percent of eligible compensation.
5. Changed the vesting schedule so that participants become fully vested in the employer contributions after five years of continuous service (formerly a six year vesting schedule).
6. Added provisions to allow for participant loans.

Effective May 23, 2011, the Plan was amended to change the employer matching contribution from a fixed amount to a discretionary contribution that will be determined annually by the Company's board of directors.

Effective September 1, 2011, the eligibility requirements were amended to allow employees to participate upon attaining age 21 and 60 days of service.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 8: Significant Estimates and Concentrations

Current Economic Conditions

The current economic situation continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 9: Risks and Uncertainties

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

Note 10: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Accountants' Report which is the date the financial statements were available to be issued.

Supplemental Schedules

**Gateway Packaging
Employees' 401(k) Retirement Plan**

EIN 43-1271346 PN 001

**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2011**

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and
\$ 615	\$ -	\$ 615	\$ -	\$ 615

Gateway Packaging Employees' 401(k) Retirement Plan

EIN 43-1271346 PN 001

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

December 31, 2011

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
First Eagle Sogen Global Fund A	4,719 shares	\$ 212,922
The Growth Fund of America	7,343 shares	210,899
Longleaf Partners	3,584 shares	95,527
Dodge & Cox International Stock Fund	4,721 shares	138,050
Vanguard Short Term Investment Grade Fund	3,279 shares	34,891
Eagle Mid Cap Stock Fund	3,013 shares	77,112
Davis New York Venture Fund Class A	1,063 shares	34,890
Europacific Growth Fund	999 shares	35,098
Third Avenue Value Fund	888 shares	35,652
Wasatch Small Cap Growth Fund	2,460 shares	93,008
Vanguard Total BD Index Signal Fund	17,341 shares	190,749
Vanguard 500 Index Signal Fun	7,142 shares	683,104
Vanguard Mid Cap Index Signal Fund	5,217 shares	146,746
Vanguard Small Cap Index Signal Fund	5,847 shares	175,868
		2,164,516
Collective Trust Funds		
*Aggressive Growth Lifestage Fund	22,173 shares	420,211
*Conservative Balanced Lifestage Fund	13,197 shares	211,482
*Money Market Fund	263,063 shares	387,273
*Growth Lifestage Fund	10,973 shares	193,535
*Balanced Lifestage Fund	4,382 shares	77,747
*Growth Balanced Lifestage Fund	5,001 shares	89,749
		1,379,997
Participant Loans		
	Participant loans due in varying terms with interest at 5.25%	69,986
		\$ 3,614,499

* Party-in-interest

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan

EIN 43-1271346 PN 001

Accountants' Report and Financial Statements

December 31, 2011 and 2010



Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
December 31, 2011 and 2010

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Independent Accountants' Report

Plan Administrator
Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Granite City, Illinois

We were engaged to audit the accompanying statement of net assets available for benefits of Gateway Packaging LLC Employees' 401(k) Retirement Plan (Plan) as of December 31, 2011 and 2010, and the related statement of changes in net assets available for benefits for the year then ended and the accompanying supplemental schedules. These financial statements and schedules are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the *Employee Retirement Income Security Act of 1974* (ERISA), the Plan administrator instructed us not to perform, and we did not perform, auditing procedures with respect to the information summarized in Note 3 and notes receivable from participants, which was certified by Associated Trust Company, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements and supplemental schedules. We have been informed by the Plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2011 and 2010, that the information provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements taken as a whole. The accompanying supplemental schedules listed in the table of contents are presented for purposes of additional analysis and are not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described above, it is inappropriate to, and we do not, express an opinion on the supplementary information referred to above. The form and content of the information included in the financial statements and schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

BKD, LLP

Louisville, Kentucky
September 6, 2012
Federal Employer Identification Number: 44-0160260

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

Assets

	<u>2011</u>	<u>2010</u>
Investments, At Fair Value	\$ 3,544,513	\$ 4,078,160
Receivables		
Accrued interest and dividends	564	731
Notes receivable from participants	<u>69,986</u>	<u>-</u>
	<u>70,550</u>	<u>731</u>
Cash	<u>3,890</u>	<u>4,295</u>
Total assets	3,618,953	4,083,186

Liabilities

Administrative expenses payable	<u>5,921</u>	<u>6,422</u>
Net Assets Available for Benefits	<u><u>\$ 3,613,032</u></u>	<u><u>\$ 4,076,764</u></u>

Gateway Packaging, LLC
Employees' 401(k) Retirement Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	<u>2011</u>	<u>2010</u>
Investment Income (Loss)		
Net appreciation (depreciation) in fair value of investments	\$ (108,644)	\$ 414,626
Interest and dividends	<u>36,680</u>	<u>33,824</u>
Net investment income (loss)	<u>(71,964)</u>	<u>448,450</u>
Interest on Notes Receivable From Participants	<u>2,426</u>	<u>8</u>
Contributions		
Participants	366,939	371,421
Employer	66,164	142,098
Rollovers	<u>-</u>	<u>4,291</u>
Total contributions	<u>433,103</u>	<u>517,810</u>
Total additions	<u>363,565</u>	<u>966,268</u>
Deductions		
Benefits paid directly to participants	798,855	96,434
Administrative expenses	<u>28,442</u>	<u>28,997</u>
Total deductions	<u>827,297</u>	<u>125,431</u>
Net Increase (Decrease)	(463,732)	840,837
Net Assets Available for Benefits, Beginning of Year	<u>4,076,764</u>	<u>3,235,927</u>
Net Assets Available for Benefits, End of Year	<u><u>\$ 3,613,032</u></u>	<u><u>\$ 4,076,764</u></u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 1: Description of the Plan

The following description of Gateway Packaging, LLC Employees' 401(k) Retirement Plan (Plan), provides only general information. Participants should refer to the Plan Document and *Summary Plan Description* for a more complete description of the Plan's provisions, which are available from the Plan administrator. The Plan was amended January 1, 2011 (see Note 7), which changed the name from Gateway Packaging Employees' 401(k) Retirement Plan.

General

The Plan is a defined contribution plan sponsored by Gateway Packaging Company, LLC (Company) for the benefit of its employees who have at least 60 days of service and are age 21 or older. Employees covered by a collective bargaining agreement are not eligible to participate in the Plan. The Plan is subject to the provisions of the *Employee Retirement Income Security Act of 1974* (ERISA). Associated Trust Company, N.A. (Associated Trust) is the trustee of the Plan.

Contributions

Through December 31, 2010, the Plan permitted eligible employees, through a salary deferral election, to have the Company make annual contributions of up to 70 percent of eligible compensation. Employee rollover and eligible catch-up contributions are also permitted. Effective January 1, 2011, the Plan was amended to increase the maximum amount of eligible compensation an employee could contribute to 85 percent and allow employees to make Roth (after-tax) contributions to the Plan.

For the period of January 1, 2010, through May 22, 2011, the Company made matching contributions of 50 percent of employees' salary deferral amounts on the first six percent of employees' compensation. Effective May 23, 2011, the Plan was amended to eliminate the required employer matching contributions and employer contributions became discretionary in nature and subject to approval by the Company's board of directors. No employer contributions were made after the Plan amendment as the Company's board of directors did not approve any discretionary matching or profit-sharing contributions. Contributions are subject to certain limitations. Forfeitures are used to reduce Company matching contributions.

Participant Investment Account Options

Investment account options available include various funds. Each participant has the option of directing their contributions into any of the separate investment accounts and may change the allocation daily.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus earnings thereon. Vesting in the Company's contribution portion of their accounts plus earnings thereon is based on years of continuous service. A participant is fully vested after five years of continuous service. The nonvested balance is forfeited upon termination of service. Forfeitures are used to pay Plan expenses or to reduce Company matching contributions.

Payment of Benefits

Upon termination of service, the participants may elect to receive their vested benefit in a variety of forms, such as lump sum, annual installments, etc. The Plan allows for in-service distributions once a participant reaches age 59 ½ as well as hardship distributions subject to Plan provisions. If a participant terminates employment and the participant's account balance does not exceed \$5,000, the participant's account will automatically be distributed in accordance with the Plan provisions.

At December 31, 2011 and 2010, \$0 and \$11,338, respectively, of Plan assets were allocated to accounts of terminated or retired participants who have elected to withdraw from the Plan but have not yet been paid.

Forfeited Accounts

At December 31, 2011 and 2010, forfeited nonvested accounts totaled \$8,462 and \$2,602, respectively. Effective January 1, 2011, these accounts will be used to offset Plan expenses with any remaining forfeitures used to reduce future Company discretionary matching contributions, if any. There were \$1,572 and \$6,159 of forfeitures used to reduce Company matching contributions for the years ended December 31, 2011 and 2010, respectively.

Participant Loans

For the period of January 1, 2010, through December 31, 2010, the Plan did not provide for participant loans. During this period, however, certain participants had outstanding loans that were assets previously accepted from another plan that did provide for participant loans. These loans were being administered in accordance with the previous plan's loan policy.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Effective January 1, 2011, the Plan was amended to allow for participant loans. Loans are made to any eligible participant demonstrating a qualifying need. The minimum amount of a loan shall be \$1,000. The maximum amount of a participant's loan is determined by the available loan balance restricted to the lesser of \$50,000 or 50 percent of the participant's vested account balance. All loans are covered by demand notes and are repayable over a period not to exceed five years (except for loans for the purchase of a principal residence) through payroll withholdings unless the participant is paying the loan in full. Interest on the loans is based on local prevailing rates as determined by the Plan administrator.

Plan Termination

Although it has not expressed an intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan, subject to the provisions of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

Note 2: Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements are prepared on the 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 in net assets and disclosure of contingent assets and liabilities at the date of the financial statements. Actual results could differ from those estimates.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Valuation of Investments and Income Recognition

Quoted market prices, if available, are used to value investments. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year-end. Participant loans are valued at amortized cost, which approximates fair value. The Plan's interests in the collective trust funds are valued based on information reported by Associated Trust using the audited financial statements of the collective trusts at year-end.

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

Notes Receivable From Participants

Notes receivable from participants are reported at amortized principal balance plus accrued but unpaid interest. The accrual of interest on loans is discontinued at the time the loan is 90 days past due unless the credit is well-secured and in process of collection. Past due status is based on contractual terms of the loan. In all cases, loans are placed on nonaccrual or charged off at an earlier date if collection of principal or interest is considered doubtful.

All interest accrued but not collected for loans placed on nonaccrual or charged off is reversed against interest income. The interest on these loans is accounted for on the cash-basis or cost-recovery method, until qualifying for return to accrual. Loans are returned to accrual status when all the principal and interest amounts contractually due are brought current and future payments are reasonably assured.

Plan Tax Status

The Plan operates under a nonstandardized adoption agreement in connection with a prototype retirement plan and trust/custodial document sponsored by Associated Trust. This prototype plan document has been filed with the appropriate agency. The Plan has not obtained or requested a determination letter. However, the Plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and the Plan was qualified and the related trust was tax exempt as of the financial statement date. With a few exceptions, the Plan is no longer subject to U.S. federal, state and local or non-U.S. income tax examinations by tax authorities for years before 2008.

Payment of Benefits

Benefit payments to participants are recorded upon distribution.

Administrative Expenses

Administrative expenses may be paid by the Company or the Plan, at the Company's discretion.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 3: Investments

The following table represents the Plan's investments. Investments that represented five percent or more of the Plan's net assets available for benefits are separately identified:

	<u>2011</u>	<u>2010</u>
Mutual funds		
Vanguard Index 500 Fund	\$ *	\$ 647,576
First Eagle Sogen Global Fund A	212,922	310,850
The Growth Fund of America	210,899	239,154
Vanguard Total Bond Market Index Fund	*	212,432
Vanguard Total Bond Market Index Fund	190,749	*
Vanguard 500 Index Signal Fund	683,104	*
Other mutual funds	866,842	979,140
Collective trust funds		
Aggressive Growth Lifestage Fund	420,211	493,383
Conservative Balanced Lifestage Fund	211,482	503,451
Money Market Fund	387,273	363,165
Growth Liftstage Fund	193,535	*
Other collective trust funds	167,496	329,009
	<u>\$ 3,544,513</u>	<u>\$ 4,078,160</u>

*Represents investments that did not exceed five percent of the Plan's net assets available for benefits for the plan year noted.

During the years ended 2011 and 2010, the Plan's investments (including gains and losses on investments bought, sold and held during the year) appreciated (depreciated) in value, as follows:

	<u>2011</u>	<u>2010</u>
Mutual funds	\$ (60,504)	\$ 289,683
Collective trust funds	(48,140)	124,943
	<u>\$ (108,644)</u>	<u>\$ 414,626</u>

Interest and dividends realized on the Plan's investments for the years ended 2011 and 2010 were \$36,680 and \$33,824 respectively.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 4: Party-in-Interest Transactions

Party-in-interest transactions include those with fiduciaries or employees of the Plan, any person who provides services to the Plan, an employer whose employees are covered by the Plan, an employee organization whose members are covered by the Plan, a person who owns 50 percent or more of such an employer or employee association or relatives of such persons.

The Plan invests in certain funds of the Plan trustee. In 2011, the Plan incurred \$28,442 of administrative and trust fees from Associated Trust, \$22,521 of which was paid and \$5,921 of which is accrued and unpaid at December 31, 2011. In 2010, the Plan incurred \$28,997 of administrative and trust fees from Associated Trust, \$22,575 of which was paid and \$6,422 of which is accrued and unpaid at December 31, 2010. The Company provides certain administrative services at no cost to the Plan.

Note 5: Fair Value of Plan Assets

ASC Topic 820, *Fair Value Measurements*, defines fair value as the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. Topic 820 also specifies a fair value hierarchy which requires a plan to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

- Level 1** Quoted prices in active markets for identical assets
- Level 2** Observable inputs other than Level 1 prices, such as quoted prices for similar assets, 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
- Level 3** Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets

Following is a description of the valuation methodologies and inputs used for assets measured at fair value on a recurring basis and recognized in the accompanying statements of net assets available for benefits, as well as the general classification of such assets pursuant to the valuation hierarchy.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Investments

Where quoted market prices are available in an active market, securities are classified within Level 1 of the valuation hierarchy. Level 1 securities include mutual funds. If quoted market prices are not available, then fair values are estimated by using pricing models, quoted prices of securities with similar characteristics or discounted cash flows. Level 2 securities include the Plan's interest in collective trust funds, which are valued using the audited financial statements for the collective trust funds. In certain cases where Level 1 or Level 2 inputs are not available, securities are classified within Level 3 of the hierarchy. There were no Level 3 securities.

The following tables present the fair value measurements of assets recognized in the accompanying statements of net assets available for benefits measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall at December 31:

2011				
Fair Value Measurements Using				
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
Mutual funds				
Large/mid cap U.S. equities	\$ 1,248,278	\$ 1,248,278	\$ -	\$ -
International equities	421,722	421,722	-	-
Multi-asset	225,640	225,640	-	-
Small/mid cap U.S. equities	268,876	268,876	-	-
Collective trust funds				
Large/mid cap U.S. equities	193,535	-	193,535	-
Multi-asset	378,978	-	378,978	-
Fixed income	387,273	-	387,273	-
Small/mid cap U.S. equities	420,211	-	420,211	-
	<u>\$ 3,544,513</u>	<u>\$ 2,164,516</u>	<u>\$ 1,379,997</u>	<u>\$ -</u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

2010				
	Fair Value	Fair Value Measurements Using		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Mutual funds				
Large/mid cap U.S. equities	\$ 1,356,752	\$ 1,356,752	\$ -	\$ -
International equities	572,741	572,741	-	-
Multi-asset	277,322	277,322	-	-
Small/mid cap U.S. equities	182,337	182,337	-	-
Collective trust funds				
Large/mid cap U.S. equities	161,259	-	161,259	-
Multi-asset	671,201	-	671,201	-
Fixed income	363,165	-	363,165	-
Small/mid cap U.S. equities	493,383	-	493,383	-
	<u>\$ 4,078,160</u>	<u>\$ 2,389,152</u>	<u>\$ 1,689,008</u>	<u>\$ -</u>

For the years ended December 31, 2011 and 2010, realized and unrealized gains and losses included in net increase (decrease) in net assets available for benefits for the period from January 1, 2010, through December 31, 2011, are reported in net appreciation (depreciation) in fair value of investments in the statements of changes in net assets available for benefits.

Note 6: Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31 to Form 5500:

	2011	2010
Net assets available for benefits per the financial statements	\$ 3,613,032	\$ 4,076,764
Plus current year administrative expenses payable	5,921	6,422
Net assets available for benefits per Form 5500	<u>\$ 3,618,953</u>	<u>\$ 4,083,186</u>

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

The following is a reconciliation of the net increase (decrease) in net assets available for benefits per the financial statements for the years ended December 31 to Form 5500:

	<u>2011</u>	<u>2010</u>
Net increase (decrease) in net assets available for benefits per the financial statements	\$ (463,732)	\$ 840,837
Plus current year administrative expenses payable	5,921	6,422
Less prior year administrative expenses payable	<u>(6,422)</u>	<u>-</u>
Net increase (decrease) in net assets available for benefits per Form 5500	<u>\$ (464,233)</u>	<u>\$ 847,259</u>

The statements of net assets available for benefits and changes in net assets available for benefits included in the Plan's Form 5500 filing excludes the accrued administrative expenses that remained unpaid at December 31, 2011.

Note 7: Plan Amendments

Effective January 1, 2011, the Plan was amended as follows:

1. Plan name was changed to Gateway Packaging, LLC Employees' 401(k) Retirement Plan (formerly Gateway Packaging Employees' 401(k) Retirement Plan).
2. Allow forfeitures to be used to either pay Plan expenses or reduce any employer matching contributions.
3. Allow participants to make Roth (after-tax) deferrals.
4. Increased the maximum amount a participant can contribute to 85 percent of eligible compensation.
5. Changed the vesting schedule so that participants become fully vested in the employer contributions after five years of continuous service (formerly a six year vesting schedule).
6. Added provisions to allow for participant loans.

Effective May 23, 2011, the Plan was amended to change the employer matching contribution from a fixed amount to a discretionary contribution that will be determined annually by the Company's board of directors.

Effective September 1, 2011, the eligibility requirements were amended to allow employees to participate upon attaining age 21 and 60 days of service.

Gateway Packaging Employees' 401(k) Retirement Plan

Notes to Financial Statements

December 31, 2011 and 2010

Note 8: Significant Estimates and Concentrations

Current Economic Conditions

The current economic situation continues to present employee benefit plans with difficult circumstances and challenges, which in some cases have resulted in large and unanticipated declines in the fair value of investments. The financial statements have been prepared using values and information currently available to the Plan.

Given the volatility of current economic conditions, the values of assets recorded in the financial statements could change rapidly, resulting in material future adjustments in investment values that could negatively impact the Plan.

Note 9: Risks and Uncertainties

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

Note 10: Subsequent Events

Subsequent events have been evaluated through the date of the Independent Accountants' Report which is the date the financial statements were available to be issued.

Supplemental Schedules

**Gateway Packaging
Employees' 401(k) Retirement Plan**

EIN 43-1271346 PN 001

**Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
For the Year Ended December 31, 2011**

Total that Constitute Nonexempt Prohibited Transactions				
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and
\$ 615	\$ -	\$ 615	\$ -	\$ 615

Gateway Packaging Employees' 401(k) Retirement Plan

EIN 43-1271346 PN 001

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

December 31, 2011

Identity of Issuer	Description of Investment	Current Value
Mutual Funds		
First Eagle Sogen Global Fund A	4,719 shares	\$ 212,922
The Growth Fund of America	7,343 shares	210,899
Longleaf Partners	3,584 shares	95,527
Dodge & Cox International Stock Fund	4,721 shares	138,050
Vanguard Short Term Investment Grade Fund	3,279 shares	34,891
Eagle Mid Cap Stock Fund	3,013 shares	77,112
Davis New York Venture Fund Class A	1,063 shares	34,890
Europacific Growth Fund	999 shares	35,098
Third Avenue Value Fund	888 shares	35,652
Wasatch Small Cap Growth Fund	2,460 shares	93,008
Vanguard Total BD Index Signal Fund	17,341 shares	190,749
Vanguard 500 Index Signal Fun	7,142 shares	683,104
Vanguard Mid Cap Index Signal Fund	5,217 shares	146,746
Vanguard Small Cap Index Signal Fund	5,847 shares	175,868
		2,164,516
Collective Trust Funds		
*Aggressive Growth Lifestage Fund	22,173 shares	420,211
*Conservative Balanced Lifestage Fund	13,197 shares	211,482
*Money Market Fund	263,063 shares	387,273
*Growth Lifestage Fund	10,973 shares	193,535
*Balanced Lifestage Fund	4,382 shares	77,747
*Growth Balanced Lifestage Fund	5,001 shares	89,749
		1,379,997
Participant Loans		
	Participant loans due in varying terms with interest at 5.25%	69,986
		\$ 3,614,499

* Party-in-interest

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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GATEWAY PACKAGING LLC EMPLOYEES'
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
CASH AND EQUIVALENTS							
	0	CASH	3,890.37 .000	3,890.37 .000	.11	0	0.00
TOTAL CASH AND EQUIVALENTS			----- 3,890.37	----- 3,890.37	----- .11	----- 0	----- 0.00
EQUITIES							
EQUITY COMMON TRUST FUNDS							
999999-34-5	4,381.871	BALANCED LIFESTAGE FUND	68,864.02 15.716	77,746.70 17.742	2.15	1,734	2.23
999999-35-2	5,001.038	GROWTH BALANCED LIFESTAGE FUND	78,345.76 15.666	89,749.23 17.946	2.48	1,756	1.96
999999-38-6	10,972.812	GROWTH LIFESTAGE FUND	185,374.29 16.894	193,535.29 17.637	5.35	2,751	1.42
999999-39-4	22,172.571	AGGRESSIVE GROWTH LIFESTAGE FUND	404,877.15 18.260	420,211.19 18.951	11.61	5,725	1.36
TOTAL EQUITY COMMON TRUST FUNDS			----- 737,461.22	----- 781,242.41	----- 21.59	----- 11,966	----- 1.53
EQUITY MUTUAL FUNDS							
239080-40-1	1,063.077	DAVIS NY VENTURE FD INC CL Y	35,025.22 32.947	34,890.19 32.820	.96	308	0.88
256206-10-3	4,721.259	DODGE AND COX FDS INTL STOCK FD	153,372.48 32.486	138,049.61 29.240	3.81	3,583	2.60
269858-82-5	3,013.346	EAGLE MID CAP STOCK FD R5	76,369.93 25.344	77,111.52 25.590	2.13	0	0.00

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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GATEWAY PACKAGING LLC EMPLOYEES'
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
298706-82-1	999.098	AM FDS EUROPACIFIC GROWTH FD CL R6	38,308.44 38.343	35,098.31 35.130	.97	734	2.09
32008F-50-7	4,719.020	FIRST EAGLE SOGEN GLOBAL FD A	207,349.98 43.939	212,922.18 45.120	5.88	2,482	1.17
399874-81-7	7,343.263	AM FDS GROWTH FD OF AMERICA CL R6	195,844.48 26.670	210,898.51 28.720	5.83	2,474	1.17
543069-10-8	3,584.486	LONGLEAF PARTNERS	113,328.09 31.616	95,526.55 26.650	2.64	501	0.53
884116-10-4	888.180	THIRD AVENUE VALUE FD COM	42,188.55 47.500	35,651.55 40.140	.99	802	2.25
922908-42-1	5,846.679	VANGUARD SMALL CAP INDEX SIGNAL	190,476.48 32.579	175,868.10 30.080	4.86	2,414	1.37
922908-44-7	5,216.699	VANGUARD MID CAP INDEX SIGNAL	162,896.97 31.226	146,745.74 28.130	4.05	1,987	1.35
922908-49-6	7,141.709	VANGUARD 500 INDEX FUND SIGNAL	734,392.56 102.831	683,104.47 95.650	18.88	14,104	2.06
936772-10-2	2,459.869	WASATCH SMALL CAP GROWTH FD	93,604.51 38.053	93,007.65 37.810	2.57	0	0.00
TOTAL EQUITY MUTUAL FUNDS			----- 2,043,157.69	----- 1,938,874.38	----- 53.58	----- 29,389	----- 1.52
TOTAL EQUITIES			----- 2,780,618.91	----- 2,720,116.79	----- 75.16	----- 41,355	----- 1.52

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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GATEWAY PACKAGING LLC EMPLOYEES'
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
FIXED INCOME SECURITIES							
FIXED INCOME COMMON TRUST FUNDS							
999999-19-6	263,062.942	MONEY MARKET FUND	384,295.54 1.461	387,273.31 1.472	10.70	0	0.00
999999-33-7	13,196.744	CONSERVATIVE BALANCED LIFESTAGE FUND	186,950.94 14.166	211,482.24 16.025	5.84	5,276	2.49
TOTAL FIXED INCOME COMMON TRUST FUNDS			571,246.48	598,755.55	16.54	5,276	0.88
FIXED INCOME MUTUAL FUNDS							
921937-86-8	17,340.853	VANGUARD TOT BOND MKT INDEX SIGNAL 486.38	186,793.03 10.772	190,749.38 11.000	5.27	5,539	2.90
922031-40-6	3,279.249	VANGUARD SHORT TERM INV GRADE FD 77.20	34,503.51 10.522	34,891.21 10.640	.96	912	2.62
TOTAL FIXED INCOME MUTUAL FUNDS			221,296.54	225,640.59	6.23	6,451	2.86
TOTAL FIXED INCOME SECURITIES			792,543.02	824,396.14	22.78	11,727	1.42
MISCELLANEOUS							
MS1029-78-9	69,986.310	MASTER LOAN	69,986.31 1.000	69,986.31 1.000	1.93	0	0.00
TOTAL MISCELLANEOUS			69,986.31	69,986.31	1.93	0	0.00
TOTAL ASSETS			3,647,038.61	3,618,389.61			

SCHEDULE A - ASSETS AND LIABILITIES
AS OF 12/31/11

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GATEWAY PACKAGING LLC EMPLOYEES'
401K RETIREMENT PLAN

CUSIP NUMBER	FACE AMOUNT/ NO. SHARES	DESCRIPTION	TOTAL COST UNIT PRICE	TOTAL MARKET UNIT PRICE	% OF ACCT	EST ANN INCOME	YIELD TO MKT
ACCRUED INCOME							
	INTEREST		563.58	563.58	.02		
	TOTAL ACCRUED INCOME		----- 563.58	----- 563.58	----- .02		
	TOTAL ASSETS PLUS ACCRUED INCOME		3,647,602.19	3,618,953.19			

Attachment to 2011 Form 5500
Schedule H, line 4a - Schedule of Delinquent Participant Contributions

Plan Name GATEWAY PACKAGING, L.L.C. EMPLOYEES 401(K) RETIREMENT PLAN **EIN:** 43-1271346
Plan Sponsor's Name GATEWAY PACKAGING, L.L.C. **PN:** 001

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
Check here if Late Participant Loan Repayments are included: ☐	0	615	0	0