

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089
		2011
		This Form is Open to Public Inspection

Part I	Annual Report Identification Information
For calendar plan year 2011 or fiscal plan year beginning <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>CPI PACKAGING , INC 401-K PLAN</u>	1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>01/01/2001</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>CPI PACKAGING, INC</u> <u>ANTHONY DISTEFANO</u> <u>50 JIFFY ROAD</u> <u>SOMERSET, NJ 08873</u>	2b Employer Identification Number (EIN) <u>22-3850018</u> 2c Sponsor's telephone number <u>732-431-3500</u> 2d Business code (see instructions) <u>339900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/12/2012</u>	<u>ANTHONY DISTEFANO</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2011)
v.012611

3a Plan administrator's name and address (if same as plan sponsor, enter "Same") CPI PACKAGING, INC ANTHONY DISTEFANO 50 JIFFY ROAD SOMERSET, NJ 08873	3b Administrator's EIN 22-3850018 <hr/> 3c Administrator's telephone number 732-431-3500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN <hr/> 4c PN
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5 Total number of participants at the beginning of the plan year	5	137
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	149
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	11
d Subtotal. Add lines 6a , 6b , and 6c	6d	160
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	160
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	51
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	0

7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:

2E 2F 2G 2J 2K 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 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
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A Name of plan CPI PACKAGING , INC 401-K PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 CPI PACKAGING, INC	D Employer Identification Number (EIN) 22-3850018
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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:	MET LIFE STABLE VAL FUND
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b Name of sponsor of entity listed in (a):	WILMINGTON TRUST COMPANY AND INSTITUTIONAL SERVICES COMPANY
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c EIN-PN	26-0142858-094	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	104989
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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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
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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
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="font-size: 24pt; font-weight: bold;">2011</div> 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>CPI PACKAGING , INC 401-K PLAN</u>	B Three-digit plan number (PN) ►	<div style="border: 1px solid black; padding: 2px; width: 50px; margin: 0 auto;">001</div>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CPI PACKAGING, INC</u>	D Employer Identification Number (EIN) <u>22-3850018</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		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)		
	(2) Participant contributions	1b(2)		
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(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)		
	(9) Value of interest in common/collective trusts.....	1c(9)	46298	104989
	(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)	1716654	1598883
	(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	1762952	1703872

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		

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1762952	1703872
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	94315	
(B) Participants	2a(1)(B)	160690	
(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)		255005
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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(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)	32907	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		32907
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(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)		-151856
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		136056

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	191788	
(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)		191788
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)		
(4) Other	2i(4)	3348	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		3348
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		195136

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		-59080
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: **RRBB & CO**

(2) EIN: **22-3271252**

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

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

Part IV Compliance Questions

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

During the plan year:

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

- 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>CPI PACKAGING , INC 401-K 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>CPI PACKAGING, INC</u>	D Employer Identification Number (EIN) <u>22-3850018</u>

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-3581074</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)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (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.
----------------	---

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): _____

CPI Packaging, Inc. 401(k) Plan

Financial Statements

December 31, 2011 and 2010

**CPI Packaging, Inc. 401(k) Plan
Index to the Financial Statements
December 31, 2011 and 2010**

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Alvin P. Levine, CPA
Daniel M. Brooks, CPA

Independent Auditor's Report

To the Trustees of the
CPI Packaging Inc. 401(k) Plan

We were engaged to audit the accompanying statements of net assets available for benefits of CPI Packaging Inc. 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended and the supplemental schedule as of December 31, 2011, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in the note entitled "Information Prepared and Certified by Custodian/Trustee", which was certified by ING Institutional Plan Services, LLC (the custodian/trustee) of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian/trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian/trustee, as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian/trustee is complete and accurate.

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

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 10, 2012

CPI Packaging, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Assets		
Investments at Fair Value (5% or greater of Plan's net assets shown separately)		
American Funds-Growth Fund of America	\$ 483,315	\$ 501,716
American Funds-Capital World	266,289	278,817
Federated Kaufman Fund	147,921	173,171
Oppenheimer Global Strategic Income	144,503	189,618
American Funds- Washington Mutual	135,161	126,040
Royce Opportunity Fund	115,279	145,477
MetLife Stable Value	104,989	46,298
Blackrock Liquidity Cash Fund	87,587	80,326
Other Funds (Less than 5% of net assets)	<u>218,828</u>	<u>221,489</u>
Net Assets Available for Benefits	<u>\$ 1,703,872</u>	<u>\$ 1,762,952</u>

See notes to the financial statements.

CPI Packaging, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Additions to Net Assets Attributed to:		
Investment Income (Loss):		
Net (depreciation) appreciation in fair value of investments	\$ (151,856)	\$ 163,844
Dividend income	<u>32,907</u>	<u>27,817</u>
Total Investment Income (Loss)	<u>(118,949)</u>	<u>191,661</u>
Contributions:		
Employee elective deferral contributions	160,690	162,600
Employer safe harbor matching contributions	<u>94,315</u>	<u>95,138</u>
Total Contributions	<u>255,005</u>	<u>257,738</u>
Total Additions	<u>136,056</u>	<u>449,399</u>
Deductions from Net Assets Attributed to:		
Benefits paid to participants	191,788	64,810
Administrative expenses	<u>3,348</u>	<u>3,508</u>
Total Deductions	<u>195,136</u>	<u>68,318</u>
Net Increase (Decrease)	(59,080)	381,081
Net Assets Available for Plan Benefits at Beginning of Year	<u>1,762,952</u>	<u>1,381,871</u>
Net Assets Available for Plan Benefits at End of Year	<u>\$ 1,703,872</u>	<u>\$ 1,762,952</u>

See notes to the financial statements.

CPI Packaging, Inc. 401(k) Plan
Notes to the Financial Statements

DESCRIPTION OF PLAN

CPI Packaging, Inc. ("the Company") 401(k) Plan ("the Plan") covers eligible employees of CPI Packaging, Inc. The following description of the Plan provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan covering substantially all employees of the Company who have attained age 21 and have completed three months of eligible service. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to make a pre-tax contribution of their eligible annual compensation for each Plan year subject to Internal Revenue Code limitations. Participants direct the investment of their contributions and the Company's contribution into various investment options. Effective January 1, 2008, the Plan was amended to a safe harbor plan whereby the Plan Sponsor matches contributions of 100% for the first 4% of employee compensation for all participating employees, not to exceed the employees deferred contribution. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. Company safe harbor contributions for the years ended December 31, 2011 and 2010 totaled \$94,315 and \$95,138, respectively. Profit sharing contributions may be made at the discretion of the Company's management. The profit sharing contribution is allocated to all participants who are employed at the last day of the year, based on the percentage of their individual salary compared to the salary of all participants. No profit sharing contributions were made for 2011 or 2010.

Participant Accounts

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

Vesting

Employee elective deferral contributions and the employer safe harbor matching contributions are fully (100%) vested and non-forfeitable at all times. Vesting on the profit sharing contributions is based on years of continuous service. The participant is 100% vested after six years of credited service.

Forfeitures

In the event a Plan participant's employment with the Company is terminated, the non-vested portion of the participant's account shall be placed in a separate account and will become a forfeiture upon the date of termination. At December 31, 2011 and 2010 there were \$0 forfeiture nonvested accounts. Forfeitures will be used to reduce future employer profit sharing contributions.

Investment Options

The Plan offers participants twenty-three investments options of varying risk with Reliance Trust Company through its agent ING Institutional Plan Services, LLC. ING Institutional Plan Services, LLC is the custodian/trustee of the plan and allows participants to change their choices or transfer between funds through automated systems.

CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements

DESCRIPTION OF PLAN, continued

Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump sum equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump sum or roll it over into a qualified plan.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All Plan expenses, including without limitation, expenses and fees, shall be paid from the Plan, if, and to the extent, the Company does not pay such expenses, fees and charges.

**CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Subsequent Events Evaluation Date

In accordance with FASB ASC 855-10-50, "Subsequent Events," the Plan has evaluated subsequent events and transactions and determined there were no significant events to report through, October 10, 2012, which is the date the financial statements were available to be issued.

TAX STATUS

The prototype plan sponsor has obtained an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirements of the Internal Revenue Code (IRC). The Plan administrator timely adopted the restated prototype plan. The plan administrator believes that the plan is currently being operated in accordance with the IRC.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management evaluated the Plan's tax positions and concluded that the plan is no longer subject to income tax examinations for years prior to 2008.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification 820 (ASC 820), "Fair Value Measurements and Disclosures," establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1

Level 1 assets and liabilities are those that input to the valuation methodology unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Level 2 asset and liability fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets and liabilities.

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements

FAIR VALUE OF FINANCIAL INSTRUMENTS, Continued

Assets measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements for Assets Measured on a Recurring Basis		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2011</u>	<u>Total</u>			
Mutual funds:				
Growth	698,358	698,358	-	-
International	325,027	325,027	-	-
Bond	153,386	153,386	-	-
Value	127,779	127,779	-	-
Large blend	169,037	169,037	-	-
Money market	87,587	87,587	-	-
Emerging markets	37,709	37,709	-	-
Stable value	<u>104,989</u>	<u>-</u>	<u>104,989</u>	<u>-</u>
Total	<u>\$ 1,703,872</u>	<u>\$ 1,598,883</u>	<u>\$ 104,989</u>	<u>\$ -</u>
<u>December 31, 2010</u>	<u>Total</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>
Mutual funds:				
Growth	\$ 759,238	\$ 759,238	\$ -	\$ -
International	341,105	341,105	-	-
Bond	191,025	191,025	-	-
Value	148,800	148,800	-	-
Large blend	154,417	154,417	-	-
Money market	80,327	80,327	-	-
Emerging markets	41,742	41,742	-	-
Stable value	<u>46,298</u>	<u>-</u>	<u>46,298</u>	<u>-</u>
Total	<u>\$ 1,762,952</u>	<u>\$ 1,716,654</u>	<u>\$ 46,298</u>	<u>\$ -</u>

**CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements**

PLAN TERMINATION

Although it has not expressed any intent 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% vested in their employer contributions.

INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN/TRUSTEE

The December 31, 2011 and 2010 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Reliance Trust Company and its agent, ING Institutional Plan Services, LLC, the custodian/trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$1,703,872 and \$1,762,952 at December 31, 2011 and 2010, respectively, and related investment income (loss) of \$(118,949) and \$191,661 for the years ended December 31, 2011 and 2010, respectively.

PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds held by Reliance Trust Company and its agent, ING Institutional Plan Services, LLC, the custodian/trustee as defined by the Plan, therefore, these transactions are considered to be party-in-interest transactions. No related party transactions or party-in-interest transactions have occurred that are prohibited by ERISA regulations.

RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit and market 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 statement of net assets available for benefits.

SUBSEQUENT EVENT

In April 2012, the Plan changed administrators and transferred all assets to John Hancock Retirement Plan Services. Significant Plan provisions were not changed.

CPI Packaging, Inc.
Employee 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

Three-digit Plan Number 002
EIN: 22-3850018

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor, or similar part</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value</u>	<u>** (d) Cost</u>	<u>(e) Current Value</u>
	American Funds	Growth Fund of America R3		\$ 483,315
	American Funds	Capital World Growth/Income		266,289
	Federated Funds	Federated Kauman		147,921
	Oppenheimer Funds	Global Strategic Income		144,503
	American Funds	Washington Mutual R3		135,161
	Royce Funds	Royce Opportunity		115,279
	MetLife	Metlife Stable Value		104,989
	BlackRock Funds	TempFund Cash Mangmt		87,587
	Alliance Bernstein Funds	International Growth		66,453
	American Funds	Capital Income Builder		58,738
	Pioneer Funds	Emerging Markets		37,708
	Alliance Bernstein Funds	2015 Retirement Strategy		24,151
	Alliance Bernstein Funds	2025 Retirement Strategy		9,725
	MSF Funds	Mid Cap Value		6,782
	American Funds	Bond Fund of America		6,637
	Lord Abbott Funds	Lord Abbott Affiliated R3		5,719
	Oppenheimer Funds	International Bond		2,246
	Alger Funds	Capital Apprec Institutional		669
				<u>\$ 1,703,872</u>

* Indicates a party-in-interest as defined in the Employee Security Act of 1974.

** Cost information is not required for participant-directed investments and therefore not included.

CPI Packaging, Inc. 401(k) Plan

Financial Statements

December 31, 2011 and 2010

**CPI Packaging, Inc. 401(k) Plan
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December 31, 2011 and 2010**

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Independent Auditor's Report

To the Trustees of the
CPI Packaging Inc. 401(k) Plan

Carl S. Schwartz, CPA *
David N. Roth, CPA
Steven J. Truppo, CPA
Leonard M. Friedman, CPA/ABV, CBA ▲ ■
Gary A. Sherman, CPA
Robert S. Quick, CPA
Brian Zucker, CPA
Marsha L. Baldinger, CPA/ABV, CFP® ● ■
Howard B. Condo, CPA

Alvin P. Levine, CPA
Daniel M. Brooks, CPA

We were engaged to audit the accompanying statements of net assets available for benefits of CPI Packaging Inc. 401(k) Plan as of December 31, 2011 and 2010, and for the years then ended and the supplemental schedule as of December 31, 2011, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in the note entitled "Information Prepared and Certified by Custodian/Trustee", which was certified by ING Institutional Plan Services, LLC (the custodian/trustee) of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian/trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian/trustee, as of and for the years ended December 31, 2011 and 2010, that the information provided to the plan administrator by the custodian/trustee is complete and accurate.

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

Rosenberg Rich Baker Berman & Company

Somerset, New Jersey
October 10, 2012

CPI Packaging, Inc. 401(k) Plan
Statements of Net Assets Available for Benefits

	<u>December 31,</u>	
	<u>2011</u>	<u>2010</u>
Assets		
Investments at Fair Value (5% or greater of Plan's net assets shown separately)		
American Funds-Growth Fund of America	\$ 483,315	\$ 501,716
American Funds-Capital World	266,289	278,817
Federated Kaufman Fund	147,921	173,171
Oppenheimer Global Strategic Income	144,503	189,618
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Royce Opportunity Fund	115,279	145,477
MetLife Stable Value	104,989	46,298
Blackrock Liquidity Cash Fund	87,587	80,326
Other Funds (Less than 5% of net assets)	<u>218,828</u>	<u>221,489</u>
Net Assets Available for Benefits	<u>\$ 1,703,872</u>	<u>\$ 1,762,952</u>

See notes to the financial statements.

CPI Packaging, Inc. 401(k) Plan
Statements of Changes in Net Assets Available for Benefits

	<u>Year Ended December 31,</u>	
	<u>2011</u>	<u>2010</u>
Additions to Net Assets Attributed to:		
Investment Income (Loss):		
Net (depreciation) appreciation in fair value of investments	\$ (151,856)	\$ 163,844
Dividend income	<u>32,907</u>	<u>27,817</u>
Total Investment Income (Loss)	<u>(118,949)</u>	<u>191,661</u>
Contributions:		
Employee elective deferral contributions	160,690	162,600
Employer safe harbor matching contributions	<u>94,315</u>	<u>95,138</u>
Total Contributions	<u>255,005</u>	<u>257,738</u>
Total Additions	<u>136,056</u>	<u>449,399</u>
Deductions from Net Assets Attributed to:		
Benefits paid to participants	191,788	64,810
Administrative expenses	<u>3,348</u>	<u>3,508</u>
Total Deductions	<u>195,136</u>	<u>68,318</u>
Net Increase (Decrease)	(59,080)	381,081
Net Assets Available for Plan Benefits at Beginning of Year	<u>1,762,952</u>	<u>1,381,871</u>
Net Assets Available for Plan Benefits at End of Year	<u>\$ 1,703,872</u>	<u>\$ 1,762,952</u>

See notes to the financial statements.

CPI Packaging, Inc. 401(k) Plan
Notes to the Financial Statements

DESCRIPTION OF PLAN

CPI Packaging, Inc. ("the Company") 401(k) Plan ("the Plan") covers eligible employees of CPI Packaging, Inc. The following description of the Plan provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan covering substantially all employees of the Company who have attained age 21 and have completed three months of eligible service. The plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions

Participants may elect to make a pre-tax contribution of their eligible annual compensation for each Plan year subject to Internal Revenue Code limitations. Participants direct the investment of their contributions and the Company's contribution into various investment options. Effective January 1, 2008, the Plan was amended to a safe harbor plan whereby the Plan Sponsor matches contributions of 100% for the first 4% of employee compensation for all participating employees, not to exceed the employees deferred contribution. Participants who have attained age 50 before the end of the year are eligible to make catch-up contributions. Company safe harbor contributions for the years ended December 31, 2011 and 2010 totaled \$94,315 and \$95,138, respectively. Profit sharing contributions may be made at the discretion of the Company's management. The profit sharing contribution is allocated to all participants who are employed at the last day of the year, based on the percentage of their individual salary compared to the salary of all participants. No profit sharing contributions were made for 2011 or 2010.

Participant Accounts

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

Vesting

Employee elective deferral contributions and the employer safe harbor matching contributions are fully (100%) vested and non-forfeitable at all times. Vesting on the profit sharing contributions is based on years of continuous service. The participant is 100% vested after six years of credited service.

Forfeitures

In the event a Plan participant's employment with the Company is terminated, the non-vested portion of the participant's account shall be placed in a separate account and will become a forfeiture upon the date of termination. At December 31, 2011 and 2010 there were \$0 forfeiture nonvested accounts. Forfeitures will be used to reduce future employer profit sharing contributions.

Investment Options

The Plan offers participants twenty-three investments options of varying risk with Reliance Trust Company through its agent ING Institutional Plan Services, LLC. ING Institutional Plan Services, LLC is the custodian/trustee of the plan and allows participants to change their choices or transfer between funds through automated systems.

CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements

DESCRIPTION OF PLAN, continued

Payment of Benefits

On termination of service due to death, disability or retirement, a participant will receive a lump sum equal to the value of the participant's vested interest in his or her account. For termination of service due to other reasons, a participant may receive the value of the vested interest in their account as a lump sum or roll it over into a qualified plan.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

The accompanying financial statements of the Plan are prepared on the accrual basis of accounting.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

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

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires plan administrator to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

All Plan expenses, including without limitation, expenses and fees, shall be paid from the Plan, if, and to the extent, the Company does not pay such expenses, fees and charges.

**CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements**

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES, continued

Subsequent Events Evaluation Date

In accordance with FASB ASC 855-10-50, "Subsequent Events," the Plan has evaluated subsequent events and transactions and determined there were no significant events to report through, October 10, 2012, which is the date the financial statements were available to be issued.

TAX STATUS

The prototype plan sponsor has obtained an opinion letter dated March 31, 2008, in which the Internal Revenue Service stated that the restated prototype plan document was in compliance with applicable requirements of the Internal Revenue Code (IRC). The Plan administrator timely adopted the restated prototype plan. The plan administrator believes that the plan is currently being operated in accordance with the IRC.

The plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Management evaluated the Plan's tax positions and concluded that the plan is no longer subject to income tax examinations for years prior to 2008.

FAIR VALUE OF FINANCIAL INSTRUMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification 820 (ASC 820), "Fair Value Measurements and Disclosures," establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1

Level 1 assets and liabilities are those that input to the valuation methodology unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to access.

Level 2

Level 2 asset and liability fair values are based on observable inputs that include: quoted market prices for similar assets or liabilities; quoted market prices that are not in an active market; or other inputs that are observable in the market and can be corroborated by observable market data for substantially the full term of the assets and liabilities.

Level 3

Level 3 assets and liabilities are financial instruments whose value is calculated by the use of pricing models and/or discounted cash methodologies, as well as financial instruments for which the determination of fair value requires significant management judgment or estimation. These methodologies may result in a significant portion of the fair value being derived from unobservable data.

CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements

FAIR VALUE OF FINANCIAL INSTRUMENTS, Continued

Assets measured at fair value on a recurring basis are summarized below:

		Fair Value Measurements for Assets Measured on a Recurring Basis		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2011</u>	<u>Total</u>			
Mutual funds:				
Growth	698,358	698,358	-	-
International	325,027	325,027	-	-
Bond	153,386	153,386	-	-
Value	127,779	127,779	-	-
Large blend	169,037	169,037	-	-
Money market	87,587	87,587	-	-
Emerging markets	37,709	37,709	-	-
Stable value	<u>104,989</u>	<u>-</u>	<u>104,989</u>	<u>-</u>
Total	<u>\$ 1,703,872</u>	<u>\$ 1,598,883</u>	<u>\$ 104,989</u>	<u>\$ -</u>
<u>December 31, 2010</u>	<u>Total</u>	<u>(Level 1)</u>	<u>(Level 2)</u>	<u>(Level 3)</u>
Mutual funds:				
Growth	\$ 759,238	\$ 759,238	\$ -	\$ -
International	341,105	341,105	-	-
Bond	191,025	191,025	-	-
Value	148,800	148,800	-	-
Large blend	154,417	154,417	-	-
Money market	80,327	80,327	-	-
Emerging markets	41,742	41,742	-	-
Stable value	<u>46,298</u>	<u>-</u>	<u>46,298</u>	<u>-</u>
Total	<u>\$ 1,762,952</u>	<u>\$ 1,716,654</u>	<u>\$ 46,298</u>	<u>\$ -</u>

**CPI Packaging, Inc.
Employee 401(k) Plan
Notes to the Financial Statements**

PLAN TERMINATION

Although it has not expressed any intent 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% vested in their employer contributions.

INFORMATION PREPARED AND CERTIFIED BY CUSTODIAN/TRUSTEE

The December 31, 2011 and 2010 Statements of Net Assets Available for Benefits, the investment activities included on the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Reliance Trust Company and its agent, ING Institutional Plan Services, LLC, the custodian/trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified includes total investments of \$1,703,872 and \$1,762,952 at December 31, 2011 and 2010, respectively, and related investment income (loss) of \$(118,949) and \$191,661 for the years ended December 31, 2011 and 2010, respectively.

PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds held by Reliance Trust Company and its agent, ING Institutional Plan Services, LLC, the custodian/trustee as defined by the Plan, therefore, these transactions are considered to be party-in-interest transactions. No related party transactions or party-in-interest transactions have occurred that are prohibited by ERISA regulations.

RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, credit and market 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 statement of net assets available for benefits.

SUBSEQUENT EVENT

In April 2012, the Plan changed administrators and transferred all assets to John Hancock Retirement Plan Services. Significant Plan provisions were not changed.

CPI Packaging, Inc.
Employee 401(k) Plan
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
December 31, 2011

Three-digit Plan Number 002
EIN: 22-3850018

<u>(a)</u>	<u>(b) Identity of issue, borrower, lessor, or similar part</u>	<u>(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value</u>	<u>** (d) Cost</u>	<u>(e) Current Value</u>
	American Funds	Growth Fund of America R3		\$ 483,315
	American Funds	Capital World Growth/Income		266,289
	Federated Funds	Federated Kauman		147,921
	Oppenheimer Funds	Global Strategic Income		144,503
	American Funds	Washington Mutual R3		135,161
	Royce Funds	Royce Opportunity		115,279
	MetLife	Metlife Stable Value		104,989
	BlackRock Funds	TempFund Cash Mangmt		87,587
	Alliance Bernstein Funds	International Growth		66,453
	American Funds	Capital Income Builder		58,738
	Pioneer Funds	Emerging Markets		37,708
	Alliance Bernstein Funds	2015 Retirement Strategy		24,151
	Alliance Bernstein Funds	2025 Retirement Strategy		9,725
	MSF Funds	Mid Cap Value		6,782
	American Funds	Bond Fund of America		6,637
	Lord Abbott Funds	Lord Abbott Affiliated R3		5,719
	Oppenheimer Funds	International Bond		2,246
	Alger Funds	Capital Apprec Institutional		669
				<u>\$ 1,703,872</u>

* Indicates a party-in-interest as defined in the Employee Security Act of 1974.

** Cost information is not required for participant-directed investments and therefore not included.