

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>ARDAGH METAL DEFINED BENEFIT PLAN</u>	1b Three-digit plan number (PN) ► <u>001</u> 1c Effective date of plan <u>08/13/2000</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>ARDAGH METAL PACKAGING USA INC.</u> <u>600 NORTH BELL AVENUE,</u> <u>BUILDING ONE, SUITE 200</u> <u>CARNEGIE, PA 15106</u>	2b Employer Identification Number (EIN) <u>25-1864585</u> 2c Sponsor's telephone number <u>412-429-5290</u> 2d Business code (see instructions) <u>332900</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>JOHN BOYAS</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") PENSION COMMITTEE FOR ARDAGH METAL DEFINED BENEFIT PLAN 600 NORTH BELL AVENUE BUILDING ONE, SUITE 200 CARNEGIE, PA 15106	3b Administrator's EIN 42-1534015 3c Administrator's telephone number 412-429-5290
--	---

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 IMPRESS USA INC.	4b EIN 25-1864585 4c PN 001	
5 Total number of participants at the beginning of the plan year	5	443
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	214
b Retired or separated participants receiving benefits.....	6b	98
c Other retired or separated participants entitled to future benefits.....	6c	119
d Subtotal. Add lines 6a , 6b , and 6c	6d	431
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	7
f Total. Add lines 6d and 6e	6f	438
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	5
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:
 1B 1G

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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

▶ **Round off amounts to nearest dollar.**

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

A Name of plan ARDAGH METAL DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF ARDAGH METAL PACKAGING USA INC.	D Employer Identification Number (EIN) 25-1864585
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☒ 101-500 ☐ More than 500

Part I	Basic Information
1 Enter the valuation date: Month 01 Day 01 Year 2011	
2 Assets:	
a Market value	2a 7191956
b Actuarial value	2b 6811063
3 Funding target/participant count breakdown:	
	(1) Number of participants (2) Funding Target
a For retired participants and beneficiaries receiving payment	3a 97 4402509
b For terminated vested participants	3b 123 1257850
c For active participants:	
(1) Non-vested benefits	3c(1) 395619
(2) Vested benefits	3c(2) 3925585
(3) Total active	3c(3) 223 4321204
d Total	3d 443 9981563
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b
5 Effective interest rate	5 6.37 %
6 Target normal cost	6 452820

Statement by Enrolled Actuary

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

SIGN HERE		10/12/2012
ANGELA L BUSCH	Signature of actuary	Date
BUCK CONSULTANTS, LLC.	Type or print name of actuary	11-06184
		Most recent enrollment number
11 STANWIX STREET, SUITE 700 PITTSBURGH, PA 15222	Firm name	412-281-2506
		Telephone number (including area code)
	Address of the firm	

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

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

Schedule SB (Form 5500) 2011
v.012611

Part II Beginning of year carryover and prefunding balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>15.14</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		0
b	Interest on (a) using prior year's effective rate of <u>6.72</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance.....		0
d	Portion of (c) to be added to prefunding balance.....		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....	0	0

Part III Funding percentages			
14	Funding target attainment percentage.....	14	68.23 %
15	Adjusted funding target attainment percentage.....	15	68.23 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement.....	16	69.98 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage.....	17	68.24 %

Part IV Contributions and liquidity shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/15/2011		1299	07/15/2011	238396	1556
02/15/2011		1969	08/15/2011		1476
03/15/2011		2152	09/15/2011		1129
04/15/2011	238396	1877	10/14/2011	238396	1763
05/15/2011		2018	11/15/2011		2349
06/15/2011		2279	12/15/2011		1512
Totals ►			18(b)	1164646	18(c) 21379

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a 0
b Contributions made to avoid restrictions adjusted to valuation date	19b 0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c 1105677
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

Part II		Beginning of year carryover and prefunding balances	
		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)		
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)		
9	Amount remaining (line 7 minus line 8)		
10	Interest on line 9 using prior year's actual return of _____%		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38 from prior year)		
b	Interest on (a) using prior year's effective rate of _____% except as otherwise provided (see instructions)		
c	Total available at beginning of current plan year to add to prefunding balance.....		
d	Portion of (c) to be added to prefunding balance.....		
12	Other reductions in balances due to elections or deemed elections		
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12).....		

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

Part IV		Contributions and liquidity shortfalls			
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/13/2012	238396	0			
09/14/2012	211062	0			
			Totals ►	18(b)	18(c)

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:	
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a
b Contributions made to avoid restrictions adjusted to valuation date	19b
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c
20 Quarterly contributions and liquidity shortfalls:	
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☐ No
b If 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No
c If 20a is "Yes," see instructions and complete the following table as applicable:	
Liquidity shortfall as of end of quarter of this plan year	
(1) 1st	(2) 2nd
(3) 3rd	(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 3.78%	2nd segment: 6.31%	3rd segment: 6.57%	☐ N/A, full yield curve used
b Applicable month (enter code)				21b 4
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous items

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

Part VII Reconciliation of unpaid minimum required contributions for prior years

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

Part VIII Minimum required contribution for current year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	452820	
b Excess assets, if applicable, but not greater than 31a	31b		
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	3170500	652857	
b Waiver amortization installment			
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	1105677	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)	36	1105677	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	1105677	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	0	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension funding relief under Pension Relief Act of 2010 (see instructions)

41 If a shortfall amortization base is being amortized pursuant to an alternative amortization schedule:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

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 ARDAGH METAL DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 ARDAGH METAL PACKAGING USA INC.	D Employer Identification Number (EIN) 25-1864585

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

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

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

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

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

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

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

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

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

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

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

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

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)

BUCK CONSULTANTS, LLC

13-3954297

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 65 16	NONE	92511	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(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?
28	NONE	47399	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

SCHNEIDER DOWNS

25-1408703

(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?
10	NONE	7607	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 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>ARDAGH METAL DEFINED BENEFIT 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>ARDAGH METAL PACKAGING USA INC.</u>	D Employer Identification Number (EIN) <u>25-1864585</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)
---------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB US LARGE CAPITALIZATION CORE FD</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-263</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>586392</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV ENH MID CAP CORE FUND</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-207</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>551102</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV ENH LARGE CAP CORE FUND</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-001</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>1215793</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB NCML INTERNATIONAL FUND</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-108</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>755251</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB DV LONG BOND INDEX</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>25-6078093-006</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>3253211</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PE US LARGE CAP CORE 130/30 EQUITY</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>41-2227527-001</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>579685</u>	
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PE US SMALL-MID CAP GROWTH EQUITY F</u>			
b Name of sponsor of entity listed in (a): <u>THE BANK OF NEW YORK MELLON</u>			
c EIN-PN <u>64-0953231-001</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>321522</u>	

a Name of MTIA, CCT, PSA, or 103-12 IE: PE US SMALL-MID CAP VALUE EQUITY FU**b** Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 41-2227528-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 327839
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: EB DV SMALL CAP SIF**b** Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 25-6078093-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 392171
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE: EB TEMPORARY INVESTMENT FUND**b** Name of sponsor of entity listed in (a): THE BANK OF NEW YORK MELLON

c EIN-PN 25-6078093-023	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6059
--------------------------------	------------------------	--

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

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

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

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

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

SCHEDULE H (Form 5500) <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 01/01/2011 and ending 12/31/2011		
A Name of plan ARDAGH METAL DEFINED BENEFIT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 ARDAGH METAL PACKAGING USA INC.	D Employer Identification Number (EIN) 25-1864585	

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)	562148	449458
	(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)	6665111	7989025
	(10) Value of interest in pooled separate accounts	1c(10)		
	(11) Value of interest in master trust investment accounts	1c(11)		
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	7227259	8438483

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	94724	40327
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	94724	40327

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	7132535	8398156
---	-----------	---------	---------

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)	1164646	
(B) Participants	2a(1)(B)	21379	
(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)		1186025
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)		0
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		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)		687183
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1873208

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	410700	
(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)		410700
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)	105543	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	47399	
(4) Other	2i(4)	43945	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		196887
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		607587

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1265621
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: SCHNEIDER DOWNS (2) EIN: 25-1408703

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		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?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

5b(1) Name of plan(s)

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

<div>SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation</div>	<div>Retirement Plan Information</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div>	<div>OMB No. 1210-0110</div> <div>2011</div> <div>This Form is Open to Public Inspection.</div>
For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan ARDAGH METAL DEFINED BENEFIT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 ARDAGH METAL PACKAGING USA INC.		D Employer Identification Number (EIN) 25-1864585
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 13-5160382		
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 1
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		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☒ No		
Part IV ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.		
Schedule R (Form 5500) 2011 v.012611		

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): _____

ARDAGH METAL DEFINED BENEFIT PLAN

Carnegie, Pennsylvania

Financial Statements and
Supplementary Financial Information
As of and for the years ended
December 31, 2011 and 2010

and Independent Auditors' Report Thereon



C O N T E N T S

	<u>PAGE</u>
INDEPENDENT AUDITORS' REPORT	1
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits, December 31, 2011 and 2010	2
Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2011 and 2010	3
Notes to Financial Statements	4
SUPPLEMENTARY FINANCIAL INFORMATION	
Schedule H, line 4i - Schedule of Assets (Held at End of Year)	11
Schedule H, line 4j - Schedule of Reportable Transactions for the year ended December 31, 2011	12



INSIGHT ■ INNOVATION ■ EXPERIENCE

INDEPENDENT AUDITORS' REPORT

The Plan Administrator
Ardagh Metal Defined Benefit Plan
Carnegie, Pennsylvania

We were engaged to audit the statements of net assets available for benefits of the Ardagh Metal Defined Benefit Plan (Plan) as of December 31, 2011 and 2010 and the related statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010, and the supplemental schedule of assets (held at end of year) and schedule of reportable conditions as of and for the year ended December 31, 2011. 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 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, any auditing procedures with respect to the information described in Note 4, which was certified by The Bank of New York Mellon/BNY Mellon, 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 certifications from the trustee as of December 31, 2011 and 2010 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 in the Plan's financial statements that we did not audit, we are unable to, and do not, express an opinion on the accompanying financial statements and supplemental schedules taken as a whole. The supplemental schedules are presented for the purposes 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 ERISA. The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the investment information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Schneider Downs & Co., Inc.

Pittsburgh, Pennsylvania
October 11, 2012

ARDAGH METAL DEFINED BENEFIT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

	December 31	
	2011	2010
INVESTMENTS	\$7,989,025	\$6,665,111
CONTRIBUTION RECEIVABLE	449,458	562,148
Total Assets	8,438,483	7,227,259
ACCRUED ADMINISTRATIVE EXPENSES	40,327	94,724
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$8,398,156</u>	<u>\$7,132,535</u>

See notes to financial statements.

ARDAGH METAL DEFINED BENEFIT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2011 AND 2010

	<u>2011</u>	<u>2010</u>
ADDITIONS:		
Employer contributions	\$1,164,646	\$1,022,159
Participant contributions	21,379	25,578
Net appreciation in fair value of investments	<u>687,183</u>	<u>877,056</u>
 Total Additions	 1,873,208	 1,924,793
DEDUCTIONS:		
Benefit payments to participants	410,700	399,601
Administrative and other expenses	<u>196,887</u>	<u>212,124</u>
 Total Deductions	 <u>607,587</u>	 <u>611,725</u>
 Net Increase	 1,265,621	 1,313,068
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	<u>7,132,535</u>	<u>5,819,467</u>
 End of year	 <u><u>\$8,398,156</u></u>	 <u><u>\$7,132,535</u></u>

See notes to financial statements.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the Ardagh Metal Defined Benefit Plan (Plan) provides only general information. Participants should refer to the plan document for a more complete description of the Plan's provisions.

General - On August 13, 2000, Impress Group B.V. [of which Impress USA Inc. (Company) is a subsidiary] acquired several divisions of the H.J. Heinz Company. The Company adopted this Plan and trust effective as of August 13, 2000 for the purpose of providing retirement and other benefits to employees hired by the Company or a participating affiliate on and after August 13, 2000 and to provide benefits previously accrued under the "Pension Plan of H.J. Heinz Company for Nonunion Hourly Employees" or the "Pension Plan of H.J. Heinz Company for Certain Designated Union Employees." The Plan is a contributory defined benefit plan sponsored by the Company covering employees represented by a bargaining agent or hourly employees working for the Company in American Samoa who meet certain minimum participation requirements as set forth in the Plan agreement. The Plan is subject to the provisions of the Employee Retirement Income Securities Act of 1974 (ERISA).

Effective April 15, 2011, the Company changed its name to Ardagh Metal Packaging USA Inc. On this same date, the Plan changed its name from the Impress Retirement Plan for Certain Designated Hourly Employees to the Ardagh Metal Defined Benefit Plan.

Retirement Benefits - Eligible employees with a minimum of five years of continuous service are entitled to annual pension benefits beginning at the normal retirement age of 65. Upon normal retirement, participants are entitled to a monthly pension benefit payment based upon a flat dollar benefit rate, years of service, and if applicable, compensation. Under the terms of the Plan, all benefits are provided in the form of an annuity to the participant, unless the present value of the benefit is equal to or less than \$5,000 at the time of retirement, in which case, the only form of payment is a lump-sum payment. The amount of the monthly benefit is adjusted periodically based upon negotiations with each plant's representative labor union. The Plan permits early retirement, with reduced benefits at age 55 with five years of service, except for those participants covered under the agreement between the Company and the United Industrial, Service, Transportation, Professional and Government Workers of North America, of the Seafarers International Union of North America, Atlantic Gulf, Lakes and Inland Waters District and the AFL-CIO Local 24 (Terminal Island, California), who are required to have 10 years of service. The Plan also permits early retirement, with no reduction of benefits, for participants meeting certain minimum age and service requirements as set forth in the Plan document.

Death Benefits - If a married participant dies prior to retirement or during receipt of retirement benefits, a monthly benefit may be payable to the surviving spouse. In general, the benefit equals 50% of the benefit that would have been, or is, payable to the deceased participant.

Disability Benefits - A participant who becomes permanently disabled is entitled to an accrued pension benefit commencing on the first day of the calendar month following the date on which the participant's short-term disability benefits from the Company cease or the first day of the month following the end of the five-month period required to qualify for security disability benefits.

Participant Contributions - Pursuant to the collective bargaining agreement between the Company and the United Industrial, Service, Transportation, Professional and Government Workers of North America, of the Seafarers International Union of North America, Atlantic Gulf, Lakes and Inland Waters District and the AFL-CIO Local 24 (Terminal Island, California), each participant is required to contribute to the Plan \$0.14 for each hour of service worked. Employees' net accumulated contributions as of December 31, 2011 and 2010 were \$1,167,208 and \$1,179,896 respectively, including interest credited as defined in accordance with Plan provisions, or specifically 5% compounded annually prior to January 1, 1988 and thereafter at the rate specified in Section 411c(2)(iii) of the Internal Revenue Code (IRC). The rates for 2011 and 2010 were 2.34% and 2.95%, respectively. No other participants are required to make contributions.

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A summary of significant accounting policies consistently applied by the Plan administrator in the preparation of the accompanying financial statements follows:

Basis of Accounting - The financial statements of the Plan are presented on the accrual basis of accounting.

Use of Estimates - The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan administrator to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities, and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

Valuation of Investments - The investments are valued at the net asset value (NAV) of shares held by the Plan year-end. (See Note 7 for discussion of fair value measurements.)

The Plan presents, in the statements of changes in net assets available for benefits, the net appreciation in the fair value of investments, which consists of realized gains or losses and the unrealized appreciation (depreciation) on those investments.

Payment of Benefits - Benefit payments to participants are recorded upon distribution.

Plan Expenses - All expenses incurred in administering the Plan are paid from Plan assets, unless otherwise paid by the Company. There were no amounts paid by the Company for the years ended December 31, 2011 and 2010.

Subsequent Events - Plan administrator has evaluated subsequent events through October 11, 2012, the date on which the financial statements were available to be issued.

Recent Accounting Pronouncements - In May 2011, the Financial Accounting Standards Board issued an Accounting Standards Update (ASU), Fair Value Measurement Disclosures, to provide a consistent definition of fair value to ensure that the fair value measurement and disclosure requirements are similar between U.S. generally accepted accounting principles (U.S. GAAP) and International Financial Reporting Standards (IFRS). This ASU changes certain fair value measurement principles and enhances the disclosure requirements. Those disclosures are effective for annual periods beginning after December 15, 2011 and should be applied prospectively. The Plan administrator is currently evaluating the impact, if any, this update will have on its financial statements.

NOTE 3 - INVESTMENTS

At December 31, 2011 and 2010, the Plan's investments consisted of units in the Bank of New York Mellon/BNY Mellon, N.A. Collective Trust (Trust). The Trust invests in various funds. The fair value of funds that represent 5% or more of the net assets available for benefits at December 31 are as follows:

	<u>2011</u>	<u>2010</u>
EB DV Long Bond Index Fund	\$ 3,253,211	\$ 2,683,010
EB DV ENH Large-Cap Core Fund	1,215,793	991,749
EB NCML International Fund	755,251	663,858
EB US Large Capitalization Core Fund	586,392	499,317
PE US Large Cap Core 130/30 Equity Fund	579,685	499,440
EB DV ENH Mid-Cap Core Fund	551,102	462,837

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 3 - INVESTMENTS (Continued)

The net appreciation at December 31, 2011 and 2010 relates entirely to the Plan's investments in common and collective trusts.

NOTE 4 - INFORMATION CERTIFIED BY THE PLAN TRUSTEE (UNAUDITED)

The Bank of New York Mellon/BNY Mellon, N.A. (BNY Mellon), the trustee of the Plan, has certified that certain information is complete and accurate. This information includes the composition, cost and current value of investments as of December 31, 2011 and 2010 as well as interest and dividend and net appreciation (depreciation) in fair value of investments reported in the statements of changes in net assets available for benefits for the years ended December 31, 2011 and 2010.

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (UNAUDITED)

The actuarial present value of accumulated plan benefits is the present value of future benefit payments that are attributable, under the Plan's provisions, to employees' service rendered prior to the benefit valuation date. These payments are composed of benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of deceased employees and present employees or their beneficiaries.

The actuarial value of accumulated plan benefits as determined by the Plan's actuary, Buck Consultants, as of January 1, 2011 and 2010 is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment of benefits by taking into account such factors as retirement, death, disability and termination of employment between the valuation date and the expected date of payment. The following actuarial assumptions were employed in determining the actuarial present value of accumulated plan benefits:

Actuarial Cost Method - The unit credit method (also known as the accrued benefit funding method) was used for the 2011 and 2010 valuations.

Valuation Interest Rate - The rate used to value pension liabilities was 8.50% for 2011 and 2010.

Mortality Basis - For all participants, mortality was based on the RP-2000 mortality tables for the 2011 and 2010 valuations.

Retirement Age - Calculated using assumed weighted average retirement at age 65 for December 31, 2011 and 2010.

Employee Turnover - Calculated using rates varying by age.

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

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 5 - ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (UNAUDITED)
(Continued)

The actuarial present value of accumulated plan benefits as of January 1 is summarized as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits		
Vested benefits:		
Participants currently receiving payments	\$ 3,401,714	\$ 2,939,835
Other participants	<u>3,370,306</u>	<u>3,352,060</u>
	6,772,020	6,291,895
Nonvested benefits	<u>298,942</u>	<u>305,187</u>
Total actuarial present value of accumulated plan benefits	\$ <u>7,070,962</u>	\$ <u>6,597,082</u>

The changes in the actuarial present value of accumulated plan benefits at January 1 are summarized as follows:

	<u>2011</u>	<u>2010</u>
Actuarial present value of accumulated plan benefits	\$ 6,597,082	\$ 6,121,776
Increase during the year attributable to:		
Benefits accumulated and the effect of noninvestment experience	329,366	329,869
Interest due to decrease in the discount period	544,115	505,366
Benefits paid	<u>(399,601)</u>	<u>(359,929)</u>
Net increase	<u>473,880</u>	<u>475,306</u>
Actuarial present value of accumulated plan benefits at January 1, 2011 and 2010, respectively	\$ <u>7,070,962</u>	\$ <u>6,597,082</u>

NOTE 6 - FUNDING POLICY

The Company contributes such amounts as are necessary to provide the Plan with assets with which to pay pension benefits to Plan participants. The Company was required to make a contribution of \$1,164,646 and \$1,022,159 for the years ended December 31, 2011 and 2010, respectively.

NOTE 7 - FAIR VALUE MEASUREMENTS

The Fair Value Measurements and Disclosures topic of the Codification requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the assumptions (i.e., inputs) used in the valuation. Level 1 provides the most reliable measure of fair value, while Level 3 generally requires significant management judgment. Financial assets and liabilities are classified in their entirety based on the lowest level of input significant to the fair value measurement. The fair value hierarchy is defined as follows:

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

Level 1 - Valuations are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 - Valuations are based on quoted prices for similar assets or liabilities in active markets, or quoted prices in markets that are not active, but for which significant inputs are observable, either directly or indirectly.

Level 3 - Valuations are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate of what market participants would use in valuing the asset or liability at the measurement date.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs. The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The Plan's financial instruments consist of contributions receivable and investments within collective trust funds. The carrying amount of contributions receivable approximate their fair value due to the short-term nature of such instruments. The investments are valued at the NAV of shares held by the Plan year-end.

The Plan's assets at fair value as of December 31, set forth by level within the fair value hierarchy, are as follows:

2011				
	Level 1	Level 2	Level 3	Total
Common collective trusts:				
Bond funds	-	\$ 3,259,270	-	\$ 3,259,270
Large cap	\$ 586,392	1,795,479	-	2,381,871
Small cap	-	1,041,531	-	1,041,531
International	-	755,251	-	755,251
Mid cap	-	551,102	-	551,102
Total assets at fair value	\$ 586,392	\$ 7,402,633	-	\$ 7,989,025
2010				
	Level 1	Level 2	Level 3	Total
Common collective trusts				
Bond funds	-	\$ 2,683,010	-	\$ 2,683,010
Large cap	\$ 499,317	1,491,184	-	1,990,501
Small cap	-	864,901	-	864,901
International	-	663,831	-	663,831
Mid cap	-	462,868	-	462,868
Total assets at fair value	\$ 499,317	\$ 6,165,794	-	\$ 6,665,111

ARDAGH METAL DEFINED BENEFIT PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2011 AND 2010

NOTE 7 - FAIR VALUE MEASUREMENTS (Continued)

The Plan has evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the years ended December 31, 2011 and 2010, there were no transfers between levels.

NOTE 8 - PLAN TERMINATION

Although the Company has not expressed any intent to do so, it has the right to terminate the Plan at any time, subject to the provisions of ERISA or any collective bargaining agreements. If such termination should occur, monies in the Plan would be distributed to participants according to the provisions of the Plan. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC). Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor pensions. However, the PBGC does not guarantee all types of benefits under covered plans, and the amount of benefit protection is subject to certain limitations. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

The PBGC guarantees vested benefits at the level in effect on the date of Plan termination. However, if benefits have been increased within five years before the Plan's termination, the whole amount of the Plan's vested benefits increase may not be guaranteed. In addition, there is a ceiling on the amount of monthly benefits that the PBGC guarantees, which is adjusted periodically.

NOTE 9 - INCOME TAX STATUS

The Plan sponsor, Ardagh Metal Packaging USA Inc., has received a determination letter dated July 27, 2011 from the Internal Revenue Service (IRS) indicating that the Plan is designed in accordance with the IRC as of this date. The Plan has been amended since the date of the latest determination letter. The Plan sponsor and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC, and has no income subject to unrelated business income taxes.

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

NOTE 10 - RELATED-PARTY TRANSACTIONS

Certain Plan investments are shares of common collective trusts managed by The Bank of New York Mellon/BNY Mellon, N.A. (BNY Mellon). BNY Mellon is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

[This Page Intentionally Left Blank.]

SUPPLEMENTARY FINANCIAL INFORMATION

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

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

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	\$2,320,404	\$3,253,211
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	1,114,854	1,215,793
*	BNY Mellon, N.A.	EB NCML International Fund	829,987	755,251
*	BNY Mellon, N.A.	EB US Large Capitalization Core Fund	530,842	586,392
*	BNY Mellon, N.A.	PE US Large Cap Core 130/30 Equity Fund	572,709	579,685
*	BNY Mellon, N.A.	EB DV ENH Mid-Cap Core Fund	375,448	551,102
*	BNY Mellon, N.A.	EB DV Small Cap SIF	359,838	392,171
*	BNY Mellon, N.A.	PE US Small-Mid Cap Value Equity Fund	297,301	327,839
*	BNY Mellon, N.A.	PE US Small-Mid Cap Growth Equity Fund	277,225	321,522
*	BNY Mellon, N.A.	EB Temporary Investment Fund	6,055	6,059
Total Investments			<u>\$6,684,663</u>	<u>\$7,989,025</u>

* Party-in-interest

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585

PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

Series of transactions, involving an amount in excess of 5% of the current value of Plan assets as of the beginning of the year.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
BNY Mellon, N.A.	EB Temporary Investment Fund	\$1,679,750 (A)	-	-	-	\$1,679,750	\$1,679,750	-
BNY Mellon, N.A.	EB Temporary Investment Fund	-	\$1,673,694 (B)	-	-	1,673,694	1,673,694	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	459,874 (C)	-	-	-	459,874	459,874	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	-	699,704 (D)	-	-	559,619	559,619	\$140,085

(A) Represents a series of 71 purchase transactions.

(B) Represents a series of 32 sales transactions.

(C) Represents a series of 4 purchase transactions.

(D) Represents a series of 7 sales transactions.

See independent auditors' report.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, LINE 19 – Discounted Employer Contributions

<u>Date</u>	<u>Amount</u>	<u>Plan Year</u>	<u>Days Discounted at Effective Rate of 6.37%</u>	<u>Days Discounted at Penalty Rate of 11.37%</u>	<u>Discounted Value</u>
Line 19c - Contributions Allocated Toward Minimum Required Contribution for Current Year					
4/15/2011	238,396	2011	104	0	234,238
7/15/2011	1	2011	104	91	1
7/15/2011	238,395	2011	195	0	230,658
10/14/2011	2	2011	195	91	2
10/14/2011	238,394	2011	286	0	227,133
1/13/2012	3	2011	287	90	3
1/13/2012	238,393	2011	377	0	223,662
9/14/2012	4	2011	379	243	4
9/14/2012	211,058	2011	622	0	189,976
Total	1,164,646				1,105,677

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

In preparing Schedule SB, the actuary relied on other parties for - and applied reasonability tests to - information on assets, contributions, plan provisions, and data on people covered by the Plan.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, LINE 22 – DESCRIPTION OF WEIGHTED AVERAGE RETIREMENT AGE

This age is derived by applying, for an employee with the characteristics of an average new entrant to the plan, the following formula, modified so that the “½” is not used for $t = \text{FRA} - \text{ERA}$.

FRA-ERA

$$\sum_{t=0}^{\text{FRA-ERA}} (t p_{\text{ERA}}) * (q_{\text{ERA}+t}^r) * (\text{ERA} + t + \frac{1}{2})$$

FRA-ERA

$$\sum_{t=0}^{\text{FRA-ERA}} (t p_{\text{ERA}}) * (q_{\text{ERA}+t}^r)$$

where

FRA	=	age by which everyone is assumed to retire
ERA	=	age before which nobody is assumed to retire
$t p_{\text{ERA}}$	=	probability of surviving at work to age ERA + t
$q_{\text{ERA}+t}^r$	=	probability of retiring at age ERA + t

Retirement rates:

Sample rates as follows:

For Samoa participants:

Age	Years of Employment	
	1-24	25 & later
55	5.00%	5.00%
56	5.00%	5.00%
57	5.00%	5.00%
58	5.00%	5.00%
59	5.00%	5.00%
60	6.00%	6.00%
61	10.00%	10.00%
62	20.00%	40.00%
63	20.00%	40.00%
64	10.00%	40.00%
65	20.00%	20.00%
66	20.00%	20.00%
67	15.00%	15.00%
68	15.00%	15.00%
69	15.00%	15.00%
70	100.00%	100.00%

For other participants:

Age	
55	5.00%
56	2.50%
57	2.50%
58	2.50%
59	2.50%
60	2.50%
61	2.50%
62	5.00%
63	5.00%
64	5.00%
65	25.00%
66	15.00%
67	10.00%
68	15.00%
69	15.00%
70	100.00%

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, PART V - STATEMENT OF ACTUARIAL ASSUMPTIONS / METHODS

Prescribed Funding Assumptions and Methods

Funding discount rates

Current Year:	First Segment Rate	3.78%
	Second Segment Rate	6.31%
	Third Segment Rate	6.57%
	Effective Interest Rate	6.37%

Mortality

	Current Year	Prior Year
Annuitant	IRS 2011 prescribed annuitant mortality table for males and females	IRS 2010 prescribed annuitant mortality table for males and females
Non-annuitant	IRS 2011 prescribed non-annuitant mortality table for males and females	IRS 2010 prescribed non-annuitant mortality table for males and females

Actuarial cost method

Unit Credit Method. The Funding Target is the present value of accrued benefits, based on compensation and service to date. The Target Normal Cost is the present value of benefits expected to be accrued during the current plan year, reflecting the effect of expected compensation increases during the year and including expected administrative and investment expenses to be paid from plan assets during the year.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Non-Prescribed Funding Assumptions and Methods

Salary increase assumption

2.25% cost-of-living plus additional increase of 1.25% merit for a total of 3.5%.

Social Security

Annual increase in maximum wage base: cost-of-living

Expenses

Expected plan administrative and investment expenses of \$192,000 were added to the Target Normal Cost

Cost-of-living

Current and Future Years:	2.25%
Prior Year:	2.25%

Frequency of optional payment forms

50% of the participants are assumed to elect life annuities; the other 50% of the participants are assumed to elect joint-and-survivor annuities.

Marital percentage

85% of males and 30% of females are assumed to be married at death. Husbands are assumed to be 3 years older than their wives.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Non-Prescribed Funding Assumptions and Methods (continued)

Withdrawal rates⁽¹⁾

Based on experience. Sample rates as follows:

For Samoa participants

Years of Employment	Age-Related Rates			
	25	40	55	60
1 - 4	30.00%	20.00%	20.00%	20.00%
5 & later	6.00%	4.50%	3.00%	3.00%

For other participants

Years of Employment	Age-Related Rates			
	25	40	55	60
1 - 4	20.00%	15.00%	10.00%	10.00%
5 & later	7.50%	2.80%	2.50%	2.50%

Retirement rates

For Samoa participants

Age	Years of Employment	
	1 - 24	25 & Later
55	5.0%	5.0%
56	5.0%	5.0%
57	5.0%	5.0%
58	5.0%	5.0%
59	5.0%	5.0%
60	6.0%	6.0%
61	10.0%	10.0%
62	20.0%	40.0%
63	20.0%	40.0%
64	10.0%	40.0%
65	20.0%	20.0%
66	20.0%	20.0%
67	15.0%	15.0%
68	15.0%	15.0%
69	15.0%	15.0%
70	100.0%	100.0%

⁽¹⁾ For active participants not eligible for retirement.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Non-Prescribed Funding Assumptions and Methods (continued)

For other participants

Age	Rates
55	5.0%
56	2.5%
57	2.5%
58	2.5%
59	2.5%
60	2.5%
61	2.5%
62	5.0%
63	5.0%
64	5.0%
65	25.0%
66	15.0%
67	10.0%
68	15.0%
69	15.0%
70	100.0%

Disability rates

Age	Samoa Participants	Other Participants
25	0.045%	0.030%
30	0.045%	0.030%
35	0.045%	0.030%
40	0.060%	0.040%
45	0.120%	0.080%
50	0.315%	0.210%
55	0.675%	0.450%
60	1.515%	1.010%

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Non-Prescribed Funding Assumptions and Methods (continued)

Asset valuation method

The Valuation Assets are determined using a method that spreads asset gains/(losses) over 2 years. The gain/(loss) for each period is determined as the actual return during the period less the expected return based on an assumed earnings rate chosen by the actuary but required by PPA to be not greater than the applicable third segment rate. The resulting value is constrained to be within a corridor of 90% to 110% of market value. The discounted value of accrued contributions, if any, is included in the Valuation Assets.

The expected return on plan assets is 8.50% per annum, limited by PPA to the applicable Third Segment Rate as follows:

2010 measurement periods:	6.82%
2009 measurement periods:	6.69%

Summary of Changes from the January 1, 2010 Valuation

- The interest rates and mortality tables used were also updated in accordance with PPA 2006.

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, PART V – SUMMARY OF PLAN PROVISIONS

Eligibility

For Terminal Island: Immediate.
For other participants: 6 months of service.

Annual compensation

For Samoa and Weirton: Total remuneration not to exceed required limits.

Payment forms

Life annuity and joint-and-survivor life annuity

Normal retirement date

Age 65.

Early unreduced retirement date

For Samoa: Age 62 and 25 years of service.
For Weirton: The earlier of age 62 and 25 years of service or age 55 and 30 years of service

Early retirement date

For Terminal Island: Age 55 and 10 years of service.
For other participants: Age 55.

Eligibility for disability benefit

Social Security disability award required effective on or before termination, application received and:

For Samoa: 15 years of service.
For other participants: 10 years of service.

Eligibility for vested benefit

100% vesting after five years. At age 65, an actively employed participant is 100% vested, regardless of service.

Eligibility for surviving spouse death benefit

Death occurring while:

1. Actively employed after completion of 5 years of vesting service.
2. Terminated with a vested deferred benefit but before benefit commencement.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Accrued benefit

- For Samoa: The larger of the benefit determined under part A or B below.
- A. 1.25% of annual compensation received.
 - B. \$96 times years of service at the date of determination.
- For Weirton: The larger of the benefit determined under part A or B below.
- A. 1.1% of annual compensation received.
 - B. \$480 times years of service at the date of determination for terminations during 2009 and \$492 for terminations during 2010, \$504 for terminations during 2011 and \$516 for terminations after 2011.
- For Terminal Island: The sum of the amount determined under part A, B, C, and B below.
- A. \$132 times years of service between 1/1/1986 and 1/1/1989.
 - B. \$156 times years of service between 1/1/1989 and 1/1/2006.
 - A. \$255 times years of service between 1/1/2006 and 1/1/2007.
 - B. \$276 times years of service after 1/1/2007.

Normal monthly retirement benefit

1/12 of accrued benefit as of normal retirement date.

Early unreduced monthly retirement benefit

- For Samoa and Weirton: 1/12 of accrued benefit as of unreduced early retirement date.
- For Weirton only: An additional temporary benefit of \$5 times years of service will be paid until age 62.

Early monthly retirement benefit

- For Samoa and Weirton: 1/12 of accrued benefit as of early retirement date, reduced by 2% for each of the first 3 years and 4% for each of the next 7 years by which the early retirement date precedes the normal retirement date.
- For Terminal Island: 1/12 of accrued benefit as of early retirement date, reduced by 6% for each of the first 5 years and 3.6% for each of the next 5 years by which the early retirement date precedes the normal retirement date.

Delayed monthly retirement benefit

1/12 of accrued benefit as of actual retirement date, crediting service and earnings through delayed retirement date.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

Disability benefit

1/12 of accrued benefit as of the date of disability payable beginning the first of the month following the Social Security disability benefit commencement and ending at normal retirement date. Upon completion of benefit payments, normal retirement benefits will be payable.

Deferred monthly retirement benefit for termination prior to retirement

For Samoa and Weirton: 1/12 of accrued benefit as of date of termination payable at normal retirement date or payable at age 55 reduced 6% for each year before normal retirement date.

For Terminal Island: 1/12 of accrued benefit as of termination date payable at normal retirement date. If 10 years of service at termination, benefit can be payable at age 55, reduced by 6% for each of the first 5 years and 3.6% for each of the next 5 years by which commencement precedes the normal retirement date.

Surviving spouse monthly death benefit

1/12 of 50% of accrued benefit reduced for early payment in the form of a 50% Joint and Survivor as of date of death of participant, commencing at the participant's earliest payment date and continuing for the remaining lifetime of the surviving spouse.

For Samoa and Weirton: If death occurs while in service after age 55, the above benefit will be in the form of a 100% Joint and Survivor. If death occurs prior to age 55, the earliest payment date may be as early as the month in which the death occurs.

For Terminal Island: An additional \$1,500 single sum death benefit is payable to a participant who dies while in active service or \$1,000 single sum death benefit to a former participant who retired from active service.

Refund of participant contributions

For Terminal Island, accumulation of employee contributions with interest will be refunded to the participant who terminates prior to eligibility for a vested benefit. If the value exceeds \$1,000, the participant must elect to receive such refund.

Contributions

All contributions to support the plan are made by the Company except for employee contributions by participants at Terminal Island, in the amount of \$.14 for every hour (other rates apply prior to 5/1/1996).

Summary of Changes from the January 1, 2010 Valuation

None.

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, LINE 26 – SCHEDULE OF ACTIVE PARTICIPANT DATA

Age by Service

Age	0-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+	Total
15-19	0	0	0	0	0	0	0	0	0	0
20-24	5	0	0	0	0	0	0	0	0	5
25-29	3	2	0	0	0	0	0	0	0	5
30-34	12	4	4	4	0	1	0	0	0	25
35-39	4	5	9	6	0	0	0	0	0	24
40-44	4	11	14	7	2	1	0	0	0	39
45-49	5	10	11	6	6	1	0	0	1	40
50-54	3	8	13	6	1	4	1	1	1	38
55-59	2	4	2	5	1	1	1	0	9	25
60-64	0	1	4	4	2	0	1	1	5	18
65-69	0	0	0	0	0	0	0	0	2	2
70+	0	0	0	0	0	0	0	0	2	2
TOTAL	38	45	57	38	12	8	3	2	20	223

ARDAGH METAL PACKAGING USA INC.
EIN: 25-1864585 PN: 001

SCHEDULE SB NOTES FOR 2011 PLAN YEAR

SCHEDULE SB, LINE 32 – SCHEDULE OF SHORTFALL AMORTIZATION BASES

Date Established	Initial Amount	Remaining Installments	Shortfall Amortization Installment	Present Value of Remaining Installments as of January 1, 2011
January 1, 2008	\$ 1,876,320	4	\$ 313,828	\$ 1,188,378
January 1, 2009	(456,624)	5	(81,324)	(378,059)
January 1, 2010	1,670,063	6	281,063	1,513,586
January 1, 2011	846,595	7	<u>139,290</u>	<u>846,595</u>
Total charge			\$ 652,857	\$ 3,170,500

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585
PLAN NUMBER: 001

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

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investments Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	BNY Mellon, N.A.	EB DV Long Bond Index Fund	\$2,320,404	\$3,253,211
*	BNY Mellon, N.A.	EB DV ENH Large-Cap Core Fund	1,114,854	1,215,793
*	BNY Mellon, N.A.	EB NCML International Fund	829,987	755,251
*	BNY Mellon, N.A.	EB US Large Capitalization Core Fund	530,842	586,392
*	BNY Mellon, N.A.	PE US Large Cap Core 130/30 Equity Fund	572,709	579,685
*	BNY Mellon, N.A.	EB DV ENH Mid-Cap Core Fund	375,448	551,102
*	BNY Mellon, N.A.	EB DV Small Cap SIF	359,838	392,171
*	BNY Mellon, N.A.	PE US Small-Mid Cap Value Equity Fund	297,301	327,839
*	BNY Mellon, N.A.	PE US Small-Mid Cap Growth Equity Fund	277,225	321,522
*	BNY Mellon, N.A.	EB Temporary Investment Fund	6,055	6,059
Total Investments			<u>\$6,684,663</u>	<u>\$7,989,025</u>

* Party-in-interest

See independent auditors' report.

ARDAGH METAL DEFINED BENEFIT PLAN

EIN: 25-1864585

PLAN NUMBER: 001

SCHEDULE H, LINE 4j - SCHEDULE OF REPORTABLE TRANSACTIONS
FOR THE YEAR ENDED DECEMBER 31, 2011

Series of transactions, involving an amount in excess of 5% of the current value of Plan assets as of the beginning of the year.

(a) Identity of Party Involved	(b) Description of Assets	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset on Transaction Date	(i) Net Gain or (Loss)
BNY Mellon, N.A.	EB Temporary Investment Fund	\$1,679,750 (A)	-	-	-	\$1,679,750	\$1,679,750	-
BNY Mellon, N.A.	EB Temporary Investment Fund	-	\$1,673,694 (B)	-	-	1,673,694	1,673,694	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	459,874 (C)	-	-	-	459,874	459,874	-
BNY Mellon, N.A.	EB DV Long Bond Index Fund	-	699,704 (D)	-	-	559,619	559,619	\$140,085

(A) Represents a series of 71 purchase transactions.

(B) Represents a series of 32 sales transactions.

(C) Represents a series of 4 purchase transactions.

(D) Represents a series of 7 sales transactions.

See independent auditors' report.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

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

■ **Round off amounts to nearest dollar.**■ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.**A Name of plan**

Ardagh Metal Defined Benefit Plan

**B Three-digit
plan number (PN)**

001

C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF

Ardagh Metal Packaging USA Inc.

D Employer Identification Number (EIN)

25-1864585

E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B**F Prior year plan size:** ☐ 100 or fewer ☒ 101-500 ☐ More than 500**Part I Basic Information****1** Enter the valuation date: Month 1 Day 1 Year 2011**2 Assets:**

a Market value	2a	7,191,956
b Actuarial value	2b	6,811,063

3 Funding target/participant count breakdown:

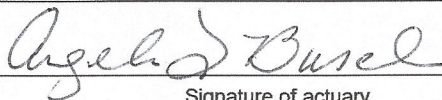
	(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment.....	3a 97	4,402,509
b For terminated vested participants	3b 123	1,257,850
c For active participants:		
(1) Non-vested benefits.....	3c(1)	395,619
(2) Vested benefits	3c(2)	3,925,585
(3) Total active.....	3c(3) 223	4,321,204
d Total.....	3d 443	9,981,563

4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐

a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	

5 Effective interest rate **5** 6.37 %**6** Target normal cost **6** 452,820**Statement by Enrolled Actuary**

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

**SIGN
HERE**

Signature of actuary

10/11/2012

Date

ANGELA L BUSCH

11-06184

Type or print name of actuary

Most recent enrollment number

BUCK CONSULTANTS, LLC.

(412) 281-2506

Firm name

Telephone number (including area code)

11 STANWIX STREET, SUITE 700

PITTSBURGH

PA 15222

Address of the firm

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

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

Schedule SB (Form 5500) 2011
v.012611