

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>REXAM INC. RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ► <u>021</u> 1c Effective date of plan <u>01/01/1977</u>
2a Plan sponsor's name and address, including room or suite number (Employer, if for single-employer plan) <u>REXAM INC.</u> <u>4201 CONGRESS STREET, SUITE 340</u> <u>CHARLOTTE, NC 28209</u>	2b Employer Identification Number (EIN) <u>06-1122239</u> 2c Sponsor's telephone number <u>704-551-1500</u> 2d Business code (see instructions) <u>339900</u>

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

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

SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>10/16/2012</u>	<u>CHARLOTTE REILLY</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)
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3a Plan administrator's name and address (if same as plan sponsor, enter "Same") REXAM PENSION & BENEFITS COMMITTEE C/O REXAM INC. 4201 CONGRESS STREET, SUITE 340 CHARLOTTE, NC 28209	3b Administrator's EIN 56-1457480 <hr/> 3c Administrator's telephone number 704-551-1500
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4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN <hr/> 4c PN
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5 Total number of participants at the beginning of the plan year	5	2277
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	1321
b Retired or separated participants receiving benefits.....	6b	52
c Other retired or separated participants entitled to future benefits.....	6c	825
d Subtotal. Add lines 6a , 6b , and 6c	6d	2198
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	3
f Total. Add lines 6d and 6e	6f	2201
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1958
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	53

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

2E 2G 2J 2K 3H

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

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

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

a Pension Schedules

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

b General Schedules

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2011
		This Form is Open to Public Inspection.

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

A Name of plan <u>REXAM INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REXAM INC.</u>	D Employer Identification Number (EIN) <u>06-1122239</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

VANGUARD GROUP INC.

23-1945930

(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?
16 15 37 50	TRUSTEE	22388	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 ☐

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection.
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For calendar plan year 2011 or fiscal plan year beginning	01/01/2011	and ending	12/31/2011
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A Name of plan REXAM INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN)	021
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 REXAM INC.	D Employer Identification Number (EIN) 06-1122239
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Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST
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b Name of sponsor of entity listed in (a): VANGUARD FIDUCIARY TRUST COMPANY
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c EIN-PN 23-2186884-022	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38874751
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a Name of MTIA, CCT, PSA, or 103-12 IE:
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b Name of sponsor of entity listed in (a):

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

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

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

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

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

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500.

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

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

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

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

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="border: 1px solid black; padding: 5px; font-size: 1.2em; font-weight: bold;">2011</div> This Form is Open to Public Inspection
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For calendar plan year 2011 or fiscal plan year beginning 01/01/2011 and ending 12/31/2011		
A Name of plan REXAM INC. RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ►	021
C Plan sponsor's name as shown on line 2a of Form 5500 REXAM INC.	D Employer Identification Number (EIN) 06-1122239	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	244150	187036
(2) Participant contributions	1b(2)	281957	209405
(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)	2796151	2571095
(9) Value of interest in common/collective trusts.....	1c(9)	33503516	38874751
(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)	281725120	226619485
(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	318550894	268461772

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	318550894	268461772
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	8823386	
(B) Participants	2a(1)(B)	10874371	
(C) Others (including rollovers)	2a(1)(C)	846777	
(2) Noncash contributions	2a(2)		20544534
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
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)	131756	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		131756
(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)	5786367	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		5786367
(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)		1471504
(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)		-5363663
c Other income.....	2c		2857804
d Total income. Add all income amounts in column (b) and enter total.....	2d		25428302

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	40925187	
(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)		40925187
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)	22388	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	3556	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		25944
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		40951131

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		-15522829
l Transfers of assets:			
(1) To this plan.....	2l(1)		434676
(2) From this plan	2l(2)		35000969

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: PRICEWATERHOUSECOOPERS, LLP

(2) EIN: 13-4008324

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		77499000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

5b(1) Name of plan(s)

BERRY PLASTICS EMPLOYEES 401(K) RETIREMENT PLAN

REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES

5b(2) EIN(s)	5b(3) PN(s)
35-1814673	001
06-1122239	215

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

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

A Name of plan <u>REXAM INC. RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>021</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>REXAM INC.</u>	D Employer Identification Number (EIN) <u>06-1122239</u>

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	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>23-2186884</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) _____

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

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

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

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

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

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

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate item 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____



Report of Independent Auditors

To the Participants and Administrator of
Rexam Retirement Savings Plan

We were engaged to audit the financial statements and supplemental schedule of the Rexam Retirement Savings Plan (the "Plan") as of December 31, 2011 and 2010 and for the years then ended, as listed in the accompanying index. These financial statements and supplemental schedule are the responsibility of the Plan's management.

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

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

PricewaterhouseCoopers LLP

October 15, 2012

Rexam Retirement Savings Plan

**Financial Statements and Supplemental Schedule
December 31, 2011 and 2010**

Rexam Retirement Savings Plan

Index

December 31, 2011 and 2010

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Financial Statements	
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Supplemental Schedule	
Schedule H, Line 4i – Schedule of Assets (Held at End of Year) December 31, 2011.....	13
Note: Other schedules required by Section 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA") have been omitted because they are not applicable.	

Rexam Retirement Savings Plan
Statements of Net Assets Available for Benefits
December 31, 2011 and 2010

	2011	2010
Assets		
Investments, at fair value (Note 4)	<u>\$ 265,494,236</u>	<u>\$ 318,086,441</u>
Receivables		
Employer contributions	187,036	244,150
Participant contributions	209,405	281,957
Notes receivable from participants	<u>2,571,095</u>	<u>2,796,151</u>
Total receivables	<u>2,967,536</u>	<u>3,322,258</u>
Total assets	<u>268,461,772</u>	<u>321,408,699</u>
Net assets available for benefits at fair value	<u>268,461,772</u>	<u>321,408,699</u>
Adjustment to reconcile from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	<u>(1,797,918)</u>	<u>(1,428,902)</u>
Net assets available for benefits	<u>\$ 266,663,854</u>	<u>\$ 319,979,797</u>

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

Rexam Retirement Savings Plan
Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2011 and 2010

	2011	2010
Additions		
Investment income		
Net (depreciation) appreciation in fair value of investments	\$ (5,363,663)	\$ 26,315,104
Interest and dividends	6,864,293	6,536,283
Total investment income	1,500,630	32,851,387
Interest income on notes receivable from participants	131,756	150,703
Contributions		
Employer	8,823,386	8,831,055
Participants	11,721,148	11,420,051
Other additions	24,561	13,369
Total contributions	20,569,095	20,264,475
Total additions	22,201,481	53,266,565
Deductions		
Distributions to participants	(40,898,974)	(26,373,069)
Administrative expenses	(52,157)	(24,769)
Total deductions	(40,951,131)	(26,397,838)
Net (decrease) increase prior to transfers from other plans	(18,749,650)	26,868,727
Transfers from (to) other plans		
Berry (Note 1)	(34,957,254)	-
Sussex (Note 1)	-	(5,299,065)
Rexam Retirement Savings Plan for Collectively Bargained Employees	(43,715)	(1,443)
Rexam Investment Savings Plan	434,676	511,417
Other plans	-	35,065
Total transfers to other plans	(34,566,293)	(4,754,026)
Net (decrease) increase	(53,315,943)	22,114,701
Net assets available for benefits		
Beginning of year	319,979,797	297,865,096
End of year	\$ 266,663,854	\$ 319,979,797

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

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

1. Description of the Plan

The following description of the Rexam Retirement Savings Plan (the "Plan") is provided for general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The plan was established January 1, 1977 by the administrator, Rexam, Inc (the "Company"). The company is a wholly owned subsidiary of Rexam PLC.

The Plan provides benefits to eligible salaried associates of Rexam Beverage Cans of North America ("BCNA") along with Rexam Plastic Packaging Personal Care, Rexam Plastic Packaging Food Containers and Rexam Plastic Packaging Healthcare. The Plan is a voluntary defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Revisions

During 2011, the Plan determined that it had inappropriately reflected the adjustment from fair value to contract value for interest in the common/collective trust as an addition to net assets available for benefits instead of a reduction in net assets available for plan benefits and understated the Plan's investments at fair value by \$2,857,804 at December 31, 2010. These amounts were offsetting and had no impact on the Plan's net assets available for benefits as of December 31, 2010. The Plan has revised its financial statements and supplemental schedule as of December 31, 2010 to appropriately reflect these immaterial adjustments.

Contributions

Participants may elect to make contributions up to 50% of their eligible compensation on a pretax and/or after-tax basis, not to exceed the maximum annual contribution limit allowed by the Internal Revenue Code (the "IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides for a Company matching contribution of 50% of the first 6% of a participant's contributions. There are limitations, under regulations issued pursuant to the IRC, on the maximum amount of total annual additions that can be credited to the account of any one participant. In addition to the Company matching contributions, the Company makes a semi-monthly retirement contribution to every eligible BCNA and CASC sector employee's retirement account based on their age as of January 1 of the Plan year ranging from one to eleven percent of eligible pay. For the plastics sector employees, they receive 1% of eligible pay. An employee does not have to contribute to the Plan to be eligible to receive this retirement contribution. Additional employer contributions may be made to the Plan at the discretion of the Plan administrator. Participants may also contribute amounts representing distributions from other qualified retirement plans.

The Plan has an auto-enrollment and auto-acceleration for participants that do not contact Vanguard to make a contribution election or contact Vanguard to decline participation in the plan. Participants are automatically enrolled 60 days after their hire date. For participants that are automatically enrolled in the plan, enrollment begins at a before-tax contribution rate of 3% of eligible pay. The contribution rate will increase by one percentage point each June until it reaches 15%, subject to IRC limits. The contributions invest in the date-specific Vanguard Target retirement Funds closest to the date the participant will reach age 65. The fund will gradually shift its emphasis from more aggressive investments to more conservative ones based the participant's target retirement date.

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contribution, (b) Plan investment results based on the investment returns for the options selected by each participant and (c) an allocation of administrative expenses. Allocations are based on participant's account balances relative to the total for all account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting

Participants are immediately 100% vested in their contributions and the related Company matching plus actual earnings thereon. For Company retirement contributions, vesting is based on a three-year schedule. Participants may also become vested once they reach the age of 65, become disabled or die while in service.

Forfeited Accounts

Forfeiture of nonvested accounts are used to reduce employer contributions and/or to pay Plan administrative expenses. The balances are included within the investment accounts. Forfeitures available at December 31, 2011 and 2010 were \$898,771 and \$994,668, respectively, whereas forfeiture amounts utilized to pay Plan administrative expenses for the years ended December 31, 2011 and 2010 were \$74,835 and \$123,862, respectively.

Participant Loans

Participants may borrow from their fully vested accounts up to the lesser of 50% of their vested account balance or \$50,000. Loans must be repaid over a period of no more than 5 years, or up to 15 years if the loan is used to purchase a primary residence. All loans become due and payable within 90 days upon termination of employment. The loans are collateralized by the balances in the participant's account and currently bear a minimum interest rate of 1% over the prime interest rate. Interest rates on outstanding participant loans at December 31, 2011 and 2010 ranged from 4.25% to 10%. Principal and interest are paid ratably through payroll deductions. Interest income to the Plan from participant loans was \$131,756 and \$150,703 for the years ended December 31, 2011 and 2010, respectively.

Payment of Benefits

Upon termination of service due to death, disability or retirement, a participant may elect to receive either a lump-sum amount, receive installment payments, leave it in the plan, or roll it over to another employer's eligible plan or an IRA. If a participant's vested account balance is \$5,000 or less, it cannot be left in the plan. If the balance is \$1,000 or less, the balance will be distributed in a lump sum payment unless a distribution is requested. If the balance is more than \$1,000 but less than or equal to \$5,000, the amount will be transferred to a Vanguard IRA. Withdrawal for qualified emergencies of eligible contributions that have become vested is permitted.

Asset Transfer

On June 19, 2011, Rexam Inc. sold their Capital Stock of Rexam Kentucky, Rexam Delta, Rexam Closures LLC, Rexam Closure Systems LLC, Rexam Mexico, Rexam Singapore, and Rexam Participacoes, and Capital Stock of Rexam do Brasil held by Rexam Beverage to Berry Plastics Corporation. The participants' vested balances in the Rexam Retirement Savings Plan related to the Berry locations were \$34,957,254. These assets were transferred to a comparable tax-qualified defined contribution plan on January 3, 2012.

On December 31, 2009, Rexam Beauty and Closures, Inc. sold their assets of the plastic injection molding business in Sussex, WI to Sussex IM, Inc. The participants' vested balances in the Rexam

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

Retirement Savings Plan related to the Sussex location were \$5,299,065. The assets were transferred to a comparable tax-qualified defined contribution plan on March 3, 2010.

2. Summary of Significant Accounting Policies

Basis of Accounting

The Financial Statements of the Plan are prepared on the accrual basis of accounting. Accordingly, income is recognized when earned and expenses are recognized when incurred. Distributions are recorded when paid.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statement of Changes in Net Assets Available for Benefits is prepared on a contract value basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation

The Plan's investments are stated at fair value, which is described more fully in Note 4. The shares of registered investment companies (mutual funds) are valued by the Trustee based upon quoted market prices, which represent the net asset values of shares held by the Plan at year-end. The Vanguard Retirement Savings Trust ("VRST") is a common/collective trust which invests in high-quality fixed income securities with financial backing from insurance companies and banks. Units of a common/collective trust are valued at net asset value of the units held by the Plan at year-end.

Net (Depreciation) Appreciation in Fair Value of Investments and Investment Income

Presented in the Statement of Changes in Net Assets Available for Benefits is the net (depreciation) appreciation in the fair value or losses in fair value of the Plan's investments, which consists of the realized gains and losses and the unrealized (depreciation) appreciation in value of those investments.

Purchases and sales of securities are recorded on a trade-date basis as reported by the Trustee. Investment income is recorded on the accrual basis as reported by the Trustee. Dividends are recorded on the ex-dividend date.

Administrative Expenses

Trustee fees and expenses and costs of administration of the Plan are shared by the Company and the participants.

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

Recent Accounting Pronouncements

In December 2011, the FASB issued additional disclosure requirements for offsetting and related arrangements. These additional requirements will become effective for the year ending December 31, 2013 and are not expected to have an impact on the Plan's Financial Statements.

In May 2011, the FASB issued amended guidance and disclosure requirements for fair value measurements. These amendments are not expected to have a material impact on the Plan's Financial Statements. These changes will become effective January 1, 2012 on a prospective basis.

3. Investments

The value of investments held by the Plan's Trustee as of December 31 is summarized as follows:

	2011	2010
Investments at fair value		
Vanguard Wellington Fund	\$ 48,041,678 *	\$ 54,468,290 *
Vanguard 500 Index Fund	30,652,431 *	37,250,140 *
Vanguard Total Bond Market Index Fund	18,975,669 *	23,763,953 *
Vanguard Prime Money Market Fund	15,734,600 *	16,966,551 *
Vanguard Morgan Growth Investor Shares	14,537,043 *	17,928,574 *
Vanguard International Growth Fund	14,499,961 *	25,430,159 *
Vanguard Small-Cap Index Fund	11,069,274	15,948,897
Vanguard Target Retirement 2020 Fund	9,438,335	9,903,459
Vanguard Mid-Cap Index Fund	9,163,810	13,665,407
Vanguard Target Retirement 2015 Fund	8,554,770	9,969,489
Vanguard Target Retirement 2025 Fund	7,714,300	10,109,940
Vanguard PRIMECAP Fund	7,708,835	10,668,508
Vanguard Windsor II Fund Investor Shares	7,328,239	11,259,817
Vanguard Target Retirement 2030 Fund	5,826,955	5,513,318
Vanguard Target Retirement 2035 Fund	4,839,301	4,955,080
Vanguard Target Retirement 2010 Fund	3,341,274	4,486,669
Vanguard Target Retirement 2040 Fund	2,404,776	2,217,162
Vanguard Target Retirement Income Fund	2,165,097	2,197,959
Eaton Vance Atlanta Capital SMID-Cap Fund	1,545,560	-
Vanguard Target Retirement 2005 Fund	1,164,859	2,570,490
Vanguard Target Retirement 2045 Fund	1,005,010	913,521
Vanguard Target Retirement 2050 Fund	443,350	1,537,737
Vanguard Total International Stock Index Fund	316,766	-
Vanguard Target Retirement 2055 Fund	147,592	-
Investment at contract value		
Vanguard Retirement Savings Trust (VRST)	37,076,833 *	34,932,419 *
Total investments	\$ 263,696,318	\$ 316,657,539

*These investments represent 5% or more of the Plan's net assets at December 31.

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

The following is a summary of the information included in the Plan's Financial Statements that was prepared by the Trustee as of and for the years ended December 31, 2011 and 2010, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee, that such information is complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2011	2010
Statement of net assets available for benefits		
Investments, at contract value	\$ 37,076,833	\$ 34,932,419
Investments, at fair value	226,619,485	281,725,120
Notes receivable from participants	2,571,095	2,796,151
Statement of changes in net assets available for benefits		
Investment Income		
Interest and dividends	\$ 6,864,293	\$ 6,536,283
Net (depreciation) appreciation in fair value of investments	(5,363,663)	26,315,104
Total investment income	1,500,630	32,851,387
Interest income on notes receivable from participants	\$ 131,756	\$ 150,703

4. Fair Value Measurements

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

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities observable in active markets.
- Level 2 Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

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

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

Common/collective trust: The Plan's interest in a collective trust is valued based on information reported by the trust's investment advisor using audited financial statements of the collective trust at year end. The fair value and contract value are based on the fair value and contract value of the underlying investments of the trust. Underlying securities for which quotations are readily available are valued at their most recent bid prices in the principal market in which such securities are normally traded. Underlying securities for which quotations are not readily available are valued at original cost plus accrued interest or at amortized cost, which approximates current value. Investments in underlying funds are valued at their closing net asset value.

Generally, under ordinary market conditions, all common collective trust positions provide daily market liquidity to Plan participants and the Plan. The common/collective trust invests in funds with Bank of America, N.A., IXIS Corporation, JPMorgan Chase, and State Street Bank & Trust, and also traditional and synthetic investment contracts with Metropolitan Life Insurance Co., New York Life, Monumental Life Savings, Prudential and United of Omaha, in which participant transactions (issuances and redemptions) may occur daily. Were the common/collective trust to initiate a full redemption of the collective trust, the trust's investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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 administrator 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 following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2011 and 2010:

	Investments at Fair Value as of December 31, 2011			
	Total	Level 1	Level 2	Level 3
Common/collective trust	\$ 38,874,751	\$ -	\$ 38,874,751	\$ -
Mutual funds				
Balanced funds	95,087,297	95,087,297	-	-
Equity funds	82,005,192	82,005,192	-	-
Money market funds	15,734,600	15,734,600	-	-
International funds	14,816,727	14,816,727	-	-
Bond funds	18,975,669	18,975,669	-	-
Total investments at fair value	<u>\$265,494,236</u>	<u>\$226,619,485</u>	<u>\$ 38,874,751</u>	<u>\$ -</u>

Rexam Retirement Savings Plan
Notes to Financial Statements
December 31, 2011 and 2010

	Investments at Fair Value as of December 31, 2010			
	Total	Level 1	Level 2	Level 3
Common/collective trust	\$ 36,361,321	\$ -	\$ 36,361,321	\$ -
Mutual funds				
Balanced funds	108,843,114	108,843,114	-	-
Equity funds	106,721,343	106,721,343	-	-
Money market funds	16,966,551	16,966,551	-	-
International funds	25,430,159	25,430,159	-	-
Bond funds	23,763,953	23,763,953	-	-
Total investments at fair value	<u>\$ 318,086,441</u>	<u>\$ 281,725,120</u>	<u>\$ 36,361,321</u>	<u>\$ -</u>

There were no transfers of investments between levels during the years ended December 31, 2011 and 2010.

The net (depreciation) appreciation in fair value of investments (including gains and losses on investments sold during the year) is as follows:

	2011	2010
Mutual funds	\$ (5,363,663)	\$ 26,315,104
Common/collective trust	-	-
Net (depreciation) appreciation	<u>\$ (5,363,663)</u>	<u>\$ 26,315,104</u>

5. Related Party Transactions

Certain Plan investments are shares of mutual funds and units of a common/collective trust managed by The Vanguard Group. Vanguard Fiduciary Trust Company is the Trustee as defined by the Plan and is paid administrative expenses in accordance with the Plan. Administrative expenses in 2011 and 2010 were \$52,157 and \$24,769, respectively. These transactions qualify as party-in-interest transactions that are allowable under ERISA.

6. Income Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated August 7, 2012, that the Plan and related Trust are designed in accordance with applicable sections of the IRC.

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 it is no longer subject to income tax examinations for years prior to 2008.

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

7. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a Plan termination, all amounts credited to a participant's account will become fully vested and distributed as defined in the Plan.

8. Risks and Uncertainties

The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Market values of investments may decline for a number of reasons, including changes in prevailing market prices and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is reasonably possible that changes in values of investment securities in the near term could materially affect the participant account balances and the amounts reported in the Statements of Net Assets Available for Benefits and the Statements of Changes in Net Assets Available for Benefits.

9. Reconciliation of Financial Statements to Form 5500

The Form 5500 (Annual Report of the Employee Benefit Plan) is reported on a modified cash basis. This report is on accrual basis. The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2011	2010
Net assets available for plan benefits per the financial statements	\$ 266,663,854	\$ 319,979,797
Adjustment to reconcile from contract value to fair value	<u>1,797,918</u>	<u>(1,428,902)</u>
Net assets available for plan benefits per the Form 5500	<u>\$ 268,461,772</u>	<u>\$ 318,550,895</u>

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

	2011	2010
Net (decrease) increase in net assets available for benefits per the financial statements	\$ (53,315,943)	\$ 22,114,701
Less: Reversal of prior year adjustment to reconcile from fair value to contract value	(1,428,902)	807,424
Less: Adjustment to reconcile from fair value to contract value	1,797,918	(1,428,902)
Plus: Out of period income adjustment per the Form 5500	<u>2,857,804</u>	<u>-</u>
Net (decrease) increase in net assets available of benefits per the Form 5500	<u>\$ (50,089,123)</u>	<u>\$ 21,493,223</u>

Rexam Retirement Savings Plan

Notes to Financial Statements

December 31, 2011 and 2010

As discussed in Note 1 to the financial statements, the Plan determined that its investments at fair value as of December 31, 2010 were understated and required adjustment. Accordingly, net assets available for plan benefits per the Form 5500 as of December 31, 2010 and the net (decrease) increase in net assets available for plan benefits per the Form 5500 for the year then ended were also determined to be misstated. The Plan's net assets available for plan benefits per the Form 5500 have been corrected as of December 31, 2011 as the Plan included an out of period income adjustment of \$2,857,804 in its 2011 Form 5500 to increase its net assets available for benefits at fair value.

10. Subsequent Events

The Plan has evaluated subsequent events through October 15, 2012, the date the financial statements were available to be issued and has not identified any events that require disclosure or adjustments to the financial statements.

Rexam Retirement Savings Plan
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2011

(a)	(b)	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(e)
	Identity of Issue, Borrower Lessor or Similar Party		Current Value
*	Vanguard Wellington Fund	Mutual funds- Balanced	\$ 48,041,678
*	Vanguard 500 Index Fund	Mutual funds- Equity	30,652,431
*	Vanguard Total Bond Market Index Fund	Mutual funds- Bond	18,975,669
*	Vanguard Prime Money Market Fund	Mutual funds- Money market	15,734,600
*	Vanguard Morgan Growth Investor Shares	Mutual funds- Equity	14,537,043
*	Vanguard International Growth Fund	Mutual funds- International	14,499,961
*	Vanguard Small-Cap Index Fund	Mutual funds- Equity	11,069,274
*	Vanguard Target Retirement 2020 Fund	Mutual funds- Balanced	9,438,335
*	Vanguard Mid-Cap Index Fund	Mutual funds- Equity	9,163,810
*	Vanguard Target Retirement 2015 Fund	Mutual funds- Balanced	8,554,770
*	Vanguard Target Retirement 2025 Fund	Mutual funds- Balanced	7,714,300
*	Vanguard PRIMECAP Fund	Mutual funds- Equity	7,708,835
*	Vanguard Windsor II Fund Investor Shares	Mutual funds- Equity	7,328,239
*	Vanguard Target Retirement 2030 Fund	Mutual funds- Balanced	5,826,955
*	Vanguard Target Retirement 2035 Fund	Mutual funds- Balanced	4,839,301
*	Vanguard Target Retirement 2010 Fund	Mutual funds- Balanced	3,341,274
*	Vanguard Target Retirement 2040 Fund	Mutual funds- Balanced	2,404,776
*	Vanguard Target Retirement Income Fund	Mutual funds- Balanced	2,165,097
*	Eaton Vance Atlanta Capital SMID-Cap Fund	Mutual funds- Equity	1,545,560
*	Vanguard Target Retirement 2005 Fund	Mutual funds- Balanced	1,164,859
*	Vanguard Target Retirement 2045 Fund	Mutual funds- Balanced	1,005,010
*	Vanguard Target Retirement 2050 Fund	Mutual funds- Balanced	443,350
*	Vanguard Total International Stock Index Fund	Mutual funds- International	316,766
*	Vanguard Target Retirement 2055 Fund	Mutual funds- Balanced	147,592
*	Notes receivable from participants	4.25% to 10% due through Jan 2026	2,571,095
	Total mutual funds and notes receivable at fair value		<u>229,190,580</u>
*	Vanguard Retirement Savings Trust (VRST)	Common/collective trust	<u>38,874,751</u>
	Total investments and notes receivable at fair value		<u>\$ 268,065,331</u>

*Party in-interest to the Plan

Cost information has not been included because all investments are participant directed.

The information in this schedule has been certified as to its completeness and accuracy by the Trustee except for the Vanguard Retirement Savings Trust, for which the contract value of \$ 37,076,833 was certified as to completeness and accuracy.