

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	<input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or <input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____
B This return/report is:	<input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report; <input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	<input type="checkbox"/>
D Check box if filing under:	<input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program; <input type="checkbox"/> special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan BERLIN PACKAGING L.L.C. 401(K) PLAN	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;">001</td> </tr> <tr> <td colspan="2">1c Effective date of plan 01/06/1988</td> </tr> </table>	1b Three-digit plan number (PN) ▶	001	1c Effective date of plan 01/06/1988	
1b Three-digit plan number (PN) ▶	001				
1c Effective date of plan 01/06/1988					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) BERLIN PACKAGING L.L.C. <div style="display: flex; justify-content: space-between;"> <div style="width: 45%;"> 525 WEST MONROE 14TH FLOOR CHICAGO, IL 60661 </div> <div style="width: 45%;"> 525 WEST MONROE 14TH FLOOR CHICAGO, IL 60661 </div> </div>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) 36-4200026</td> </tr> <tr> <td>2c Sponsor's telephone number 312-869-7566</td> </tr> <tr> <td>2d Business code (see instructions) 423990</td> </tr> </table>	2b Employer Identification Number (EIN) 36-4200026	2c Sponsor's telephone number 312-869-7566	2d Business code (see instructions) 423990	
2b Employer Identification Number (EIN) 36-4200026					
2c Sponsor's telephone number 312-869-7566					
2d Business code (see instructions) 423990					

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	ANDREW BERLIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	07/29/2013	ANDREW BERLIN
	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
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address <input type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address BERLIN PACKAGING L.L.C. 525 WEST MONROE 14TH FLOOR CHICAGO, IL 60661		3b Administrator's EIN 36-4200026
		3c Administrator's telephone number 312-869-7566
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 591
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	577
b Retired or separated participants receiving benefits.....	6b	0
c Other retired or separated participants entitled to future benefits.....	6c	141
d Subtotal. Add lines 6a , 6b , and 6c	6d	718
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	1
f Total. Add lines 6d and 6e	6f	719
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	682
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	23
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 Characteristics Codes in the instructions: 2F 2G 2J 2K 2S 2T 3D		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) <input type="checkbox"/> Insurance (2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts (3) <input checked="" type="checkbox"/> Trust (4) <input type="checkbox"/> 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) <input checked="" type="checkbox"/> R (Retirement Plan Information) (2) <input type="checkbox"/> MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) <input type="checkbox"/> SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) <input checked="" type="checkbox"/> H (Financial Information) (2) <input type="checkbox"/> I (Financial Information – Small Plan) (3) <input type="checkbox"/> A (Insurance Information) (4) <input checked="" type="checkbox"/> C (Service Provider Information) (5) <input checked="" type="checkbox"/> D (DFE/Participating Plan Information) (6) <input type="checkbox"/> 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
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BERLIN PACKAGING L.L.C. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERLIN PACKAGING L.L.C.</u>	D Employer Identification Number (EIN) <u>36-4200026</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
FID.INV.INST.OPS.CO.

04-2647786

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

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

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

MORGAN STANLEY SMITH

26-4310632

(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?
26 27 28 64 61 49 99	INVESTMENT ADVISOR	77480	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	366	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64 37 65 60	RECORDKEEPER	4190	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>	0	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

(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 <input type="checkbox"/> No <input type="checkbox"/>	Yes <input type="checkbox"/> No <input type="checkbox"/>		Yes <input type="checkbox"/> No <input type="checkbox"/>

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.

(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.
DREY BASIC S&P 500 - DREYFUS TRANSF	0.15%
13-2614959	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GS GROWTH OPPS INST - GOLDMAN, SACH 13-5108880	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
HTFD INFL PLUS R5 - HARTFORD ADMINI 41-0679409	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS SELECT CO Y - INVESCO CANADA L P.O. BOX 4739 HOUSTON, TX 77210-4739	0.25%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
JPM VAL ADVNTG SEL - BOSTON FINANCI 330 W. 9TH STREET KANSAS CITY, MO 66160	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
MAINSTY ICAP SELEQ I - NYLIM SERVIC 52-2206685	0.25%	
(a) Enter service provider name as it appears on line 2		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation		
OPPHMR MAIN STREET Y - OFI GLOBAL A TWO WORLD FINANCIAL CENTER 225 LIBERTY STREET, 14TH FLOOR NEW YORK, NY 10281	0.25%	

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.

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

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;">2012</div> This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning	01/01/2012	and ending	12/31/2012
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A Name of plan BERLIN PACKAGING L.L.C. 401(K) PLAN	B Three-digit plan number (PN)	001
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C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BERLIN PACKAGING L.L.C.	D Employer Identification Number (EIN) 36-4200026
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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:	FA STABLE VALUE
--	-----------------

b Name of sponsor of entity listed in (a):	FIDELITY MANAGEMENT TRUST COMPANY
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c EIN-PN	04-3022712-026	d Entity code	C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	2518743
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
---	--

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:	
--	--

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:	
--	--

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)	
-----------------	--	----------------------	--	---	--

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)	
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN

d Entity
code

e Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

SCHEDULE H (Form 5500) <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;">2012</div> This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan BERLIN PACKAGING L.L.C. 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BERLIN PACKAGING L.L.C.	D Employer Identification Number (EIN) 36-4200026	

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1253011	1387447
(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)	762787	821559
(9) Value of interest in common/collective trusts.....	1c(9)	2286716	2518743
(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)	33722143	39357266
(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	38024657	44085015

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	38024657	44085015
---	-----------	----------	----------

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)	896638	
(B) Participants	2a(1)(B)	2926347	
(C) Others (including rollovers)	2a(1)(C)	1169720	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		4992705
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	579	
(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)	36329	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		36908
(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)	1029329	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1029329
(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)		
(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)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		45911
(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)		3720365
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		9825218

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3680183	
(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)		3680183
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		3007
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	81670	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		81670
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3764860

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		6060358
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: HANSEN & PLAHM

(2) EIN: 36-3849301

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 lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

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.).....

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.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
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		800000
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)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

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 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>BERLIN PACKAGING L.L.C. 401(K) PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>BERLIN PACKAGING L.L.C.</u>	D Employer Identification Number (EIN) <u>36-4200026</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>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
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4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No	<input type="checkbox"/> 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.....	<input type="checkbox"/> Increase	<input type="checkbox"/> Decrease	<input type="checkbox"/> Both	<input type="checkbox"/> No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
11 a Does the ESOP hold any preferred stock?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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.).....	<input type="checkbox"/> Yes	<input type="checkbox"/> No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	<input type="checkbox"/> Yes	<input type="checkbox"/> 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 lines 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 lines 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 lines 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 lines 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 lines 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 lines 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 line 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 lines (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 line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

CHICAGO, ILLINOIS

YEARS ENDED DECEMBER 31, 2012 and 2011

**FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION**

and

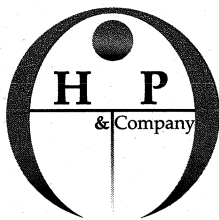
REPORT OF INDEPENDENT AUDITORS

FEIN: 36-4200026

PLAN NUMBER: 001

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HANSEN PLAHM

& COMPANY

Certified Public Accountants and Consultants

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INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator
Berlin Packaging L.L.C.
401(k) And Profit Sharing Plan
Chicago, Illinois

We were engaged to audit the accompanying financial statements of the Berlin Packaging L.L.C. 401(k) and Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the below paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.


As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the matter described in the previous paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which are the responsibility of the plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described above, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

INDEPENDENT AUDITORS' REPORT (CONT'D)

The form and content of the information included in the financial statements and supplemental 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.



Hansen, Plahm & Company
Darien, Illinois

July 17, 2013

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

ASSETS

	<u>2012</u>	<u>2011</u>
INVESTMENTS, AT FAIR VALUE :		
Money Market Fund	\$ 1,387,447	\$ 1,253,010
Mutual Funds	39,357,266	33,722,144
Funds Held in Insurance Company's General Account	<u>2,518,743</u>	<u>2,286,716</u>
 TOTAL INVESTMENTS	 <u>43,263,456</u>	 <u>37,261,870</u>
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>821,559</u>	 <u>762,787</u>
 NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	 44,085,015	 38,024,657
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts held by Stable Value Fund	 <u>(84,356)</u>	 <u>(73,001)</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 44,000,659</u>	 <u>\$ 37,951,656</u>

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

**ADDITIONS TO NET ASSETS
ATTRIBUTED TO:**

Investment Income:	
Interest and Dividends	\$ 1,029,908
Participant Loan Interest	36,329
Net Appreciation (Depreciation) in Fair Value of Investments	3,754,922

Contributions:	
Employer	896,638
Employee	<u>4,096,067</u>

TOTAL ADDITIONS	<u>9,813,864</u>
------------------------	------------------

**DEDUCTIONS FROM NET
ASSETS ATTRIBUTED TO:**

Benefit Payments	3,683,190
Administrative Expenses	<u>81,671</u>

TOTAL DEDUCTIONS	<u>3,764,861</u>
-------------------------	------------------

NET INCREASE	6,049,003
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Net Assets Available for Benefits at Beginning of Year	<u>37,951,656</u>
---	-------------------

Net Assets Available for Benefits at End of Year	<u><u>\$ 44,000,659</u></u>
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**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS

Years Ended December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN:

The following description of the Berlin Packaging L.L.C. 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan established effective January 6, 1988, and most recently amended July 1, 2002. Employees of Berlin Packaging L.L.C. and Berlin Enterprises Inc. (collectively the "Company") become eligible to make elective deferrals immediately. Participants become eligible to receive employer matching contributions upon completing six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute an amount equal to not less than 1 percent nor more than 100 percent of their compensation for the contribution period. The Company matches 50 percent of each month's elective deferrals, up to 6 percent of earnings. The Company may also make a discretionary profit-sharing contribution. Employee rollover contributions are also accepted.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contribution and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. The balance of vesting in the participants' accounts is based on years of service. A participant becomes 25 percent vested after two years of service, 50 percent vested after three years of service, 75 percent vested after four years of service and 100 percent vested after five years of service. However, if an active participant dies prior to attaining the normal retirement age, the participant's account becomes 100 percent vested.

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONT'D):

Forfeitures

Forfeitures of terminating participants will be used to reduce the Company's subsequent contributions to the Plan. At December 31, 2012 and December 31, 2011, forfeited non-vested accounts totaled \$45,393 and \$40,212, respectively.

Investment Options

Upon enrollment in the Plan, a participant may currently direct contributions among twenty different investment options offered by FMTC. Those investment options fall within four different fund categories as follows:

Income Funds

Invest primarily in debt securities, which seek income and capital appreciation, and money market instruments, which seek income and preservation of capital.

Asset Allocation Funds

Invest across various asset classes, including stocks, bonds, and short-term instruments. These funds seek to maximize returns and minimize risk.

Domestic Equity Funds

Invest primarily in common stocks and seek capital appreciation. They provide potentially greater return but also tend to carry higher risk than income funds.

International Equity Funds

Invest primarily in stocks outside of the U.S. and seek capital appreciation. Foreign investments incur greater risk than U.S. investments, including political and economic risks and the risk of currency fluctuation, all of which are magnified in emerging markets.

Participants may change their investment options at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, a distribution in the form of an annuity, or a combination of both. All distributions are subject to the applicable provisions of the Plan agreement.

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN (CONT'D):

Participant Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts up to the lesser of \$50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer to/from the investment fund from/to the Participant Notes Receivable Fund. A loan is secured by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans, as defined.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting. 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.

Participant notes receivable are valued at cost which approximates fair value.

Use of Estimates

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

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONT'D):

Income Recognition

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date and interest income is recorded on an accrual basis. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair market value at the beginning of the Plan year, or acquisition cost if acquired during the year. Unrealized appreciation and depreciation is calculated as the difference between the fair value of investments at the end of the year less their fair value at the beginning of the year, or acquisition cost, if acquired during the year.

Benefits

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Administrative Expenses

Administrative expenses are paid by the Company.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

NOTE 3 – INVESTMENTS:

The December 31, 2012 and December 31, 2011 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year then ended, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified the following:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Total Investments	\$43,263,456	\$37,261,870
Related Income	6,049,003	16,044,696

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 3 – INVESTMENTS (CONT'D):

The following presents investments that represent 5 percent or more of the Plan's net assets:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Fidelity Advisor Stable Value	\$2,434,387	\$2,286,716
Fidelity Advisor New Insights	3,044,549	2,393,686
Fidelity Advisor Strategic Income	2,558,497	2,062,361
Fidelity Advisor Freedom Value 2030	4,211,559	3,723,916
Oppenheimer Main Street Y	2,728,916	2,578,923
Thornburg International Value R5	2,643,848	2,636,583
Fidelity Advisor Freedom Value 2020	2,871,421	2,897,963
Invesco Small Company Y	2,392,739	2,121,117
Mainstay ICAP Select Equity I	3,640,949	3,279,806
Dreyfus S & P 500 Index	2,258,697	N/A

NOTE 4 – RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("FMTC"). FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 5 – PLAN TERMINATION:

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

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 6 – INCOME TAXES:

The Internal Revenue Service has determined and informed the Company by a letter dated April 3, 1995, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (“IRC”). The Plan’s administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE 7 – CONCENTRATION OF CREDIT RISK:

In the normal course of business, all of the Plan’s assets are transacted with and held by the Trustee. The Plan is subject to credit risk to the extent the Trustee is unable to fulfill contractual obligations on its behalf. The Company has not experienced and does not expect any losses from this arrangement.

The Plan invests in various investment types. These investments are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain mutual funds, it is at least reasonably possible that changes in risks in the near term could materially affect the participants’ account balances and the amounts reported in the statement of net assets available for plan benefits.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Net Assets available for benefits per the financial statement	\$44,000,659	\$37,951,656
Adjustment from Fair Value to Contract Value for fully benefit-responsive investment contract	<u>84,356</u>	<u>73,001</u>
Net assets per Schedule H	<u>\$44,085,015</u>	<u>\$38,024,657</u>

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 9 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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.

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>
<u>December 31, 2012</u>			
Money Market Fund	\$ 1,387,447	\$ 1,387,447	\$ -
Mutual Funds	39,357,266	39,357,266	\$ -
Funds Held in Insurance			
Company's General			
Account	<u>2,518,743</u>	<u>-</u>	<u>2,518,743</u>
Total	<u>\$ 43,263,456</u>	<u>\$ 40,744,713</u>	<u>\$ 2,518,743</u>

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>
<u>December 31, 2011</u>			
Money Market Fund	\$ 1,253,010	\$ 1,253,010	\$ -
Mutual Funds	33,722,144	33,722,144	\$ -
Funds Held in Insurance			
Company's General			
Account	<u>2,286,716</u>	<u>-</u>	<u>2,286,716</u>
Total	<u>\$ 37,261,870</u>	<u>\$ 34,975,154</u>	<u>\$ 2,286,716</u>

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 9 – FAIR VALUE MEASUREMENTS (CONT'D):

appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair values of common stock, certain corporate bonds, and U.S. government securities are based on quoted market prices from active markets.

Level 2 Fair Value Measurements

The fair values of certain corporate bonds for which quoted market prices are not available are based on yields currently available on comparable securities of issuers with similar credit ratings.

NOTE 10 – SUBSEQUENT EVENTS:

Management has evaluated subsequent events through July 17, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN
FEIN: 36-4200026 PLAN NUMBER: 001

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

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
	Invesco Small Company Y	Mutual Fund		\$ 2,392,739
	PIMCO Total Return Inst	Mutual Fund		1,107,433
	Oppenheimer Main Street Y	Mutual Fund		2,728,916
	Thornburg International Value R5	Mutual Fund		2,643,848
	Hartford Inflation Plus R5	Mutual Fund		142,355
	Invesco International Growth I	Mutual Fund		521,970
	Blackrock Global Allocation I	Mutual Fund		2,180,971
	JP Morgan Value Advantage Select	Mutual Fund		602,380
	Mainstay ICAP Select Equity I	Mutual Fund		3,640,949
	GS Growth Growth Opportunities Inst	Mutual Fund		1,723,219
	Invesco Developing Markets Inst	Mutual Fund		545,459
*	Fidelity Retirement Money Market Fund	Money Market Fund		1,387,447
*	Fidelity Advisor New Insights	Mutual Fund		3,044,549
*	Fidelity Advisor Strategic Income	Mutual Fund		2,558,497
*	Fidelity Advisor Stable Value	Common Collective Trust		2,434,387
*	Fidelity Advisor Freedom Value 2005	Mutual Fund		93,230
*	Fidelity Advisor Freedom Value 2010	Mutual Fund		178,855
*	Fidelity Advisor Freedom Value 2015	Mutual Fund		777,414
*	Fidelity Advisor Freedom Value 2020	Mutual Fund		2,871,421
*	Fidelity Advisor Freedom Value 2025	Mutual Fund		472,666
*	Fidelity Advisor Freedom Value 2030	Mutual Fund		4,211,559
*	Fidelity Advisor Freedom Value 2035	Mutual Fund		384,472
*	Fidelity Advisor Freedom Value 2040	Mutual Fund		1,595,320
*	Fidelity Advisor Freedom Value 2045	Mutual Fund		431,417
*	Fidelity Advisor Freedom Value 2050	Mutual Fund		1,683,175
*	Fidelity Advisor Freedom Value 2055	Mutual Fund		18,778
*	Fidelity Advisor Freedom Income	Mutual Fund		546,977
	Dreyfus S+P 500 Index	Mutual Fund		2,258,697
	Notes Receivable from Participants			<u>821,559</u>
				<u>\$ 44,000,659</u>

* Denotes a party-in-interest to the Plan.

** Cost information not required as per special rule for certain participant-directed transactions.

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

CHICAGO, ILLINOIS

YEARS ENDED DECEMBER 31, 2012 and 2011

**FINANCIAL STATEMENTS
WITH SUPPLEMENTARY INFORMATION**

and

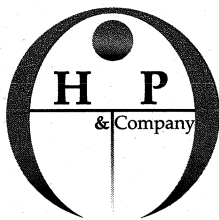
REPORT OF INDEPENDENT AUDITORS

FEIN: 36-4200026

PLAN NUMBER: 001

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HANSEN PLAHM

& COMPANY

Certified Public Accountants and Consultants

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Phone: 630-968-8897

Fax: 630-968-8927

INDEPENDENT AUDITORS' REPORT

To the Participants and Plan Administrator
Berlin Packaging L.L.C.
401(k) And Profit Sharing Plan
Chicago, Illinois

We were engaged to audit the accompanying financial statements of the Berlin Packaging L.L.C. 401(k) and Profit Sharing Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the below paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.


As permitted by 29 CFR 2520.103-8 of the Department of Labor Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Fidelity Management Trust Company ("FMTC"), the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the year ended December 31, 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Because of the significance of the matter described in the previous paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which are the responsibility of the plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described above, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

INDEPENDENT AUDITORS' REPORT (CONT'D)

The form and content of the information included in the financial statements and supplemental 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.



Hansen, Plahm & Company
Darien, Illinois

July 17, 2013

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2012 and 2011

ASSETS

	<u>2012</u>	<u>2011</u>
INVESTMENTS, AT FAIR VALUE :		
Money Market Fund	\$ 1,387,447	\$ 1,253,010
Mutual Funds	39,357,266	33,722,144
Funds Held in Insurance Company's General Account	<u>2,518,743</u>	<u>2,286,716</u>
 TOTAL INVESTMENTS	 <u>43,263,456</u>	 <u>37,261,870</u>
 NOTES RECEIVABLE FROM PARTICIPANTS	 <u>821,559</u>	 <u>762,787</u>
 NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	 44,085,015	 38,024,657
Adjustment from Fair Value to Contract Value for Fully Benefit-Responsive Investment Contracts held by Stable Value Fund	 <u>(84,356)</u>	 <u>(73,001)</u>
 NET ASSETS AVAILABLE FOR BENEFITS	 <u>\$ 44,000,659</u>	 <u>\$ 37,951,656</u>

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2012

**ADDITIONS TO NET ASSETS
ATTRIBUTED TO:**

Investment Income:	
Interest and Dividends	\$ 1,029,908
Participant Loan Interest	36,329
Net Appreciation (Depreciation) in Fair Value of Investments	3,754,922

Contributions:	
Employer	896,638
Employee	<u>4,096,067</u>

TOTAL ADDITIONS	<u>9,813,864</u>
------------------------	------------------

**DEDUCTIONS FROM NET
ASSETS ATTRIBUTED TO:**

Benefit Payments	3,683,190
Administrative Expenses	<u>81,671</u>

TOTAL DEDUCTIONS	<u>3,764,861</u>
-------------------------	------------------

NET INCREASE	6,049,003
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Net Assets Available for Benefits at Beginning of Year	<u>37,951,656</u>
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Net Assets Available for Benefits at End of Year	<u><u>\$ 44,000,659</u></u>
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**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS

Years Ended December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN:

The following description of the Berlin Packaging L.L.C. 401(k) and Profit Sharing Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined-contribution plan established effective January 6, 1988, and most recently amended July 1, 2002. Employees of Berlin Packaging L.L.C. and Berlin Enterprises Inc. (collectively the "Company") become eligible to make elective deferrals immediately. Participants become eligible to receive employer matching contributions upon completing six months of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions

Participants may contribute an amount equal to not less than 1 percent nor more than 100 percent of their compensation for the contribution period. The Company matches 50 percent of each month's elective deferrals, up to 6 percent of earnings. The Company may also make a discretionary profit-sharing contribution. Employee rollover contributions are also accepted.

Participant Accounts

Each participant's account is credited with the participant's contribution and allocation of the Company's contribution and Plan earnings. Earnings are allocated by fund based on the ratio of a participant's account invested in a particular fund to all participants' investments in that fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account.

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. The balance of vesting in the participants' accounts is based on years of service. A participant becomes 25 percent vested after two years of service, 50 percent vested after three years of service, 75 percent vested after four years of service and 100 percent vested after five years of service. However, if an active participant dies prior to attaining the normal retirement age, the participant's account becomes 100 percent vested.

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 1 - DESCRIPTION OF THE PLAN (CONT'D):

Forfeitures

Forfeitures of terminating participants will be used to reduce the Company's subsequent contributions to the Plan. At December 31, 2012 and December 31, 2011, forfeited non-vested accounts totaled \$45,393 and \$40,212, respectively.

Investment Options

Upon enrollment in the Plan, a participant may currently direct contributions among twenty different investment options offered by FMTC. Those investment options fall within four different fund categories as follows:

Income Funds

Invest primarily in debt securities, which seek income and capital appreciation, and money market instruments, which seek income and preservation of capital.

Asset Allocation Funds

Invest across various asset classes, including stocks, bonds, and short-term instruments. These funds seek to maximize returns and minimize risk.

Domestic Equity Funds

Invest primarily in common stocks and seek capital appreciation. They provide potentially greater return but also tend to carry higher risk than income funds.

International Equity Funds

Invest primarily in stocks outside of the U.S. and seek capital appreciation. Foreign investments incur greater risk than U.S. investments, including political and economic risks and the risk of currency fluctuation, all of which are magnified in emerging markets.

Participants may change their investment options at any time.

Payment of Benefits

On termination of service, a participant may elect to receive either a lump-sum amount equal to the value of his or her account, a distribution in the form of an annuity, or a combination of both. All distributions are subject to the applicable provisions of the Plan agreement.

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 1 – DESCRIPTION OF THE PLAN (CONT'D):

Participant Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts up to the lesser of \$50,000 or 50 percent of their vested account balance. Loan transactions are treated as a transfer to/from the investment fund from/to the Participant Notes Receivable Fund. A loan is secured by the balance in the participant's account and bears interest at a rate commensurate with market rates for similar loans, as defined.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES:

Basis of Accounting

The financial statements of the Plan are prepared under the accrual method of accounting. 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.

Participant notes receivable are valued at cost which approximates fair value.

Use of Estimates

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

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONT'D):

Income Recognition

Purchases and sales of securities are recorded on the trade date. Dividend income is recorded on the ex-dividend date and interest income is recorded on an accrual basis. Realized gains and losses are calculated as the difference between the proceeds from sales and the related investment's fair market value at the beginning of the Plan year, or acquisition cost if acquired during the year. Unrealized appreciation and depreciation is calculated as the difference between the fair value of investments at the end of the year less their fair value at the beginning of the year, or acquisition cost, if acquired during the year.

Benefits

Benefit claims are recorded as expenses when they have been approved for payment and paid by the Plan.

Administrative Expenses

Administrative expenses are paid by the Company.

Notes Receivable from Participants

Notes receivable from participants are valued at their unpaid principal balance plus any accrued but unpaid interest.

NOTE 3 – INVESTMENTS:

The December 31, 2012 and December 31, 2011 Statement of Net Assets Available for Benefits, the investment activities included on the Statement of Changes in Net Assets Available for Benefits for the year then ended, and the accompanying notes to the financial statements were prepared in part or entirely from information certified by Trustee in accordance with 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The information certified the following:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Total Investments	\$43,263,456	\$37,261,870
Related Income	6,049,003	16,044,696

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 3 – INVESTMENTS (CONT'D):

The following presents investments that represent 5 percent or more of the Plan's net assets:

	December 31, 2012	December 31, 2011
Fidelity Advisor Stable Value	\$2,434,387	\$2,286,716
Fidelity Advisor New Insights	3,044,549	2,393,686
Fidelity Advisor Strategic Income	2,558,497	2,062,361
Fidelity Advisor Freedom Value 2030	4,211,559	3,723,916
Oppenheimer Main Street Y	2,728,916	2,578,923
Thornburg International Value R5	2,643,848	2,636,583
Fidelity Advisor Freedom Value 2020	2,871,421	2,897,963
Invesco Small Company Y	2,392,739	2,121,117
Mainstay ICAP Select Equity I	3,640,949	3,279,806
Dreyfus S & P 500 Index	2,258,697	N/A

NOTE 4 – RELATED PARTY TRANSACTIONS:

Certain Plan investments are shares of mutual funds managed by Fidelity Management Trust Company ("FMTC"). FMTC is the trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 5 – PLAN TERMINATION:

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

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 6 – INCOME TAXES:

The Internal Revenue Service has determined and informed the Company by a letter dated April 3, 1995, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (“IRC”). The Plan’s administrator believes that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE 7 – CONCENTRATION OF CREDIT RISK:

In the normal course of business, all of the Plan’s assets are transacted with and held by the Trustee. The Plan is subject to credit risk to the extent the Trustee is unable to fulfill contractual obligations on its behalf. The Company has not experienced and does not expect any losses from this arrangement.

The Plan invests in various investment types. These investments are exposed to various risks such as interest rate, market and credit risk. Due to the level of risk associated with certain mutual funds, it is at least reasonably possible that changes in risks in the near term could materially affect the participants’ account balances and the amounts reported in the statement of net assets available for plan benefits.

NOTE 8 – RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	<u>December 31, 2012</u>	<u>December 31, 2011</u>
Net Assets available for benefits per the financial statement	\$44,000,659	\$37,951,656
Adjustment from Fair Value to Contract Value for fully benefit-responsive investment contract	<u>84,356</u>	<u>73,001</u>
Net assets per Schedule H	<u>\$44,085,015</u>	<u>\$38,024,657</u>

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 9 – FAIR VALUE MEASUREMENTS:

The Plan's investments are reported at fair value in the accompanying statement of net assets available for benefits. The methods used to measure fair value may produce an amount 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.

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>
<u>December 31, 2012</u>			
Money Market Fund	\$ 1,387,447	\$ 1,387,447	\$ -
Mutual Funds	39,357,266	39,357,266	\$ -
Funds Held in Insurance			
Company's General			
Account	<u>2,518,743</u>	<u>-</u>	<u>2,518,743</u>
Total	<u>\$ 43,263,456</u>	<u>\$ 40,744,713</u>	<u>\$ 2,518,743</u>

	<u>Fair Value</u>	<u>Level 1</u>	<u>Level 2</u>
<u>December 31, 2011</u>			
Money Market Fund	\$ 1,253,010	\$ 1,253,010	\$ -
Mutual Funds	33,722,144	33,722,144	\$ -
Funds Held in Insurance			
Company's General			
Account	<u>2,286,716</u>	<u>-</u>	<u>2,286,716</u>
Total	<u>\$ 37,261,870</u>	<u>\$ 34,975,154</u>	<u>\$ 2,286,716</u>

The fair value measurements accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs have the lowest priority. The Plan uses

**BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN**

NOTES TO THE FINANCIAL STATEMENTS (CONT'D)

Years Ended December 31, 2012 and 2011

NOTE 9 – FAIR VALUE MEASUREMENTS (CONT'D):

appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs were used only when Level 1 inputs were not available.

Level 1 Fair Value Measurements

The fair values of common stock, certain corporate bonds, and U.S. government securities are based on quoted market prices from active markets.

Level 2 Fair Value Measurements

The fair values of certain corporate bonds for which quoted market prices are not available are based on yields currently available on comparable securities of issuers with similar credit ratings.

NOTE 10 – SUBSEQUENT EVENTS:

Management has evaluated subsequent events through July 17, 2013, which is the date the financial statements were available to be issued.

SUPPLEMENTARY INFORMATION

BERLIN PACKAGING L.L.C.
401(k) AND PROFIT SHARING PLAN
FEIN: 36-4200026 PLAN NUMBER: 001

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

December 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(d) Cost **	(e) Current Value
	Invesco Small Company Y	Mutual Fund		\$ 2,392,739
	PIMCO Total Return Inst	Mutual Fund		1,107,433
	Oppenheimer Main Street Y	Mutual Fund		2,728,916
	Thornburg International Value R5	Mutual Fund		2,643,848
	Hartford Inflation Plus R5	Mutual Fund		142,355
	Invesco International Growth I	Mutual Fund		521,970
	Blackrock Global Allocation I	Mutual Fund		2,180,971
	JP Morgan Value Advantage Select	Mutual Fund		602,380
	Mainstay ICAP Select Equity I	Mutual Fund		3,640,949
	GS Growth Growth Opportunities Inst	Mutual Fund		1,723,219
	Invesco Developing Markets Inst	Mutual Fund		545,459
*	Fidelity Retirement Money Market Fund	Money Market Fund		1,387,447
*	Fidelity Advisor New Insights	Mutual Fund		3,044,549
*	Fidelity Advisor Strategic Income	Mutual Fund		2,558,497
*	Fidelity Advisor Stable Value	Common Collective Trust		2,434,387
*	Fidelity Advisor Freedom Value 2005	Mutual Fund		93,230
*	Fidelity Advisor Freedom Value 2010	Mutual Fund		178,855
*	Fidelity Advisor Freedom Value 2015	Mutual Fund		777,414
*	Fidelity Advisor Freedom Value 2020	Mutual Fund		2,871,421
*	Fidelity Advisor Freedom Value 2025	Mutual Fund		472,666
*	Fidelity Advisor Freedom Value 2030	Mutual Fund		4,211,559
*	Fidelity Advisor Freedom Value 2035	Mutual Fund		384,472
*	Fidelity Advisor Freedom Value 2040	Mutual Fund		1,595,320
*	Fidelity Advisor Freedom Value 2045	Mutual Fund		431,417
*	Fidelity Advisor Freedom Value 2050	Mutual Fund		1,683,175
*	Fidelity Advisor Freedom Value 2055	Mutual Fund		18,778
*	Fidelity Advisor Freedom Income	Mutual Fund		546,977
	Dreyfus S+P 500 Index	Mutual Fund		2,258,697
	Notes Receivable from Participants			<u>821,559</u>
				<u>\$ 44,000,659</u>

* Denotes a party-in-interest to the Plan.

** Cost information not required as per special rule for certain participant-directed transactions.