

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:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN</u>	<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;"><u>001</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>04/04/1990</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>001</u>	1c Effective date of plan <u>04/04/1990</u>	
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1c Effective date of plan <u>04/04/1990</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>FIBERWEB, INC.</u> <u>70 OLD HICKORY BLVD.</u> <u>OLD HICKORY, TN 37138</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>57-0833773</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>615-847-7222</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>339900</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>57-0833773</u>	2c Sponsor's telephone number <u>615-847-7222</u>	2d Business code (see instructions) <u>339900</u>	
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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. Signature of plan administrator	<u>08/03/2013</u> Date	<u>PETER HAMILTON</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
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 ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>																											
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 FIBERWEB, INC.		4b EIN 62-1421309 4c PN 001																											
5 Total number of participants at the beginning of the plan year		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">5</td> <td style="width: 90%; text-align: right;">1162</td> </tr> </table>	5	1162																									
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6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="background-color: #cccccc; height: 20px;"></td> </tr> <tr> <td style="width: 10%; text-align: center;">6a</td> <td style="width: 90%; text-align: right;">5</td> </tr> <tr> <td style="text-align: center;">6b</td> <td style="text-align: right;">509</td> </tr> <tr> <td style="text-align: center;">6c</td> <td style="text-align: right;">577</td> </tr> <tr> <td style="text-align: center;">6d</td> <td style="text-align: right;">1091</td> </tr> <tr> <td style="text-align: center;">6e</td> <td style="text-align: right;">49</td> </tr> <tr> <td style="text-align: center;">6f</td> <td style="text-align: right;">1140</td> </tr> <tr> <td style="text-align: center;">6g</td> <td></td> </tr> <tr> <td style="text-align: center;">6h</td> <td></td> </tr> </table>			6a	5	6b	509	6c	577	6d	1091	6e	49	6f	1140	6g		6h										
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7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%; text-align: center;">7</td> <td style="width: 90%;"></td> </tr> </table>	7																										
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8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A 1G 1I 3H																													
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) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>		(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor	9b Plan benefit arrangement (check all that apply) <table style="width: 100%;"> <tr> <td style="width: 5%;">(1)</td> <td style="width: 5%;">☐</td> <td style="width: 90%;">Insurance</td> </tr> <tr> <td>(2)</td> <td>☐</td> <td>Code section 412(e)(3) insurance contracts</td> </tr> <tr> <td>(3)</td> <td>☒</td> <td>Trust</td> </tr> <tr> <td>(4)</td> <td>☐</td> <td>General assets of the sponsor</td> </tr> </table>	(1)	☐	Insurance	(2)	☐	Code section 412(e)(3) insurance contracts	(3)	☒	Trust	(4)	☐	General assets of the sponsor			
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)																													
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SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 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

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

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

A Name of plan <u>AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>FIBERWEB, INC.</u>	D Employer Identification Number (EIN) <u>57-0833773</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>	
2 Assets:	
a Market value	2a <u>45383051</u>
b Actuarial value	2b <u>44570927</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>545</u> <u>32416404</u>
b For terminated vested participants.....	3b <u>609</u> <u>19255552</u>
c For active participants:	
(1) Non-vested benefits.....	3c(1) <u>8206</u>
(2) Vested benefits.....	3c(2) <u>367783</u>
(3) Total active	3c(3) <u>14</u> <u>375989</u>
d Total	3d <u>1168</u> <u>52047945</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒	
a Funding target disregarding prescribed at-risk assumptions	4a <u>51741566</u>
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b <u>53273459</u>
5 Effective interest rate	5 <u>7.00</u> %
6 Target normal cost.....	6 <u>381423</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>06/17/2013</u>
Signature of actuary	Date
<u>ADRIENNE WILLIAMS</u>	<u>11-07122</u>
Type or print name of actuary	Most recent enrollment number
<u>AON HEWITT</u>	<u>214-289-2144</u>
Firm name	Telephone number (including area code)
<u>501 CORPORATE CENTER DRIVE</u> <u>SUITE 300</u> <u>FRANKLIN, TN 37067</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>5.89</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
a	Present value of excess contributions (line 38a from prior year)		0
b	Interest on (a) using prior year's effective interest rate of <u>5.93</u> % except as otherwise provided (see instructions)		0
c	Total available at beginning of current plan year to add to prefunding balance		0
d	Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	86.14 %
15	Adjusted funding target attainment percentage	15	86.14 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	70.70 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/30/2012	500	0			
04/13/2012	552081	0			
09/21/2012	1328224	0			
10/12/2012	615429	0			
12/13/2012	20000000	0			
			Totals ►	18(b)	22496234 18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	497
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	21141731
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☒ Yes ☐ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☒ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	381423	
b Excess assets, if applicable, but not greater than line 31a	31b	0	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	7477018	2347034	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33	0	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	2728457	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	2728457	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	21141731	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	18413274	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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>AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIBERWEB, INC.</u>	D Employer Identification Number (EIN) <u>57-0833773</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 62 64	RETAINED BY CLIENT	108666	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

PRIME TRUST ADVISORS

1140 WOODRUFF ROAD SUITE 106-120
GREENVILLE, SC 29206

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	RETAINED BY CLIENT	71883	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

RYAN LABS INC.

13-3451974

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	RETAINED BY CLIENT	27223	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

GRANT THORNTON

36-6055558

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	RETAINED BY EMPLOYER	21605	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28	RETAINED BY EMPLOYER	16539	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

AON HEWITT

36-2235791

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11	RETAINED BY EMPLOYER	15750	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

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

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

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

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

a Name: ANDRE STUART	b EIN: 13-3808042
c Position: ACTUARY	
d Address: 690 CANTON ST WESTWOOD, ME 02090	e Telephone: 781-619-2000

Explanation: FIBERWEB DECIDED TO CONSOLIDATE ALL ACTUARIAL WORK WITH ONE ACTUARIAL SERVICE PROVIDER.

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 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 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIBERWEB, INC.</u>	D Employer Identification Number (EIN) <u>57-0833773</u>	

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	266165	274807
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	1982251	0
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)	0	280460
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	30560916
(2) U.S. Government securities.....	1c(2)	3133948	11278030
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	16158511	15403859
(B) All other.....	1c(3)(B)	7188720	7294392
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts.....	1c(9)		
(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)	16707899	4313617
(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	45437494	69406081

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	45437494	69406081
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	22477197	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		22477197
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	837	
(B) U.S. Government securities	2b(1)(B)	57989	
(C) Corporate debt instruments	2b(1)(C)	1035127	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		1093953
(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)	90364	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		90364
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	24646491	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	24067004	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		579487
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	802542	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		802542

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		2718393
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		27761936

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3531683	
(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)		3531683
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	37355	
(2) Contract administrator fees	2i(2)	108666	
(3) Investment advisory and management fees	2i(3)	115645	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		261666
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		3793349

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		23968587
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: GRANT THORNTON, LLP

(2) EIN: 36-6055558

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		5000000
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.			

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>AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FIBERWEB, INC.</u>	D Employer Identification Number (EIN) <u>57-0833773</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>13-3808042</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	<u>15</u>

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

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

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
--	-----------------------------------	-----------------------------------	-------------------------------	--

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

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

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: 37.0% Investment-Grade Debt: 63.0% 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): _____

Financial Statements and Report of Independent
Certified Public Accountants

Amended and Restated Fiberweb Retirement Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Investment Committee of the
Amended and Restated Fiberweb Retirement Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of the **Amended and Restated Fiberweb Retirement Plan** (the 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 ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's responsibility for the financial statements

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.

Auditor's responsibility

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 Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion 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.

Supplementary information

The supplemental schedules of assets (held at end of year) as of December 31, 2012 and reportable transactions for the year ended December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 3, 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.

Grant Thornton LLP

Columbia, South Carolina
August 2, 2013

Statements of net assets available for benefits

December 31	2012	2011
	\$	\$
Assets:		
Non-interest bearing cash	274,807	266,165
Investments, at fair value:		
Money market funds	30,756,280	597,276
Mutual funds	4,118,253	16,110,623
Bonds	33,976,282	26,481,179
Total investments	68,850,815	43,189,078
Employer contributions receivable	-	1,982,251
Accrued income receivable	280,460	-
Net assets available for benefits	69,406,082	45,437,494

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

Statements of changes in net assets available for benefits

For the years ended December 31	2012	2011
	\$	\$
Additions:		
Interest and dividend income	323,812	354,634
Net gain from investment activity	4,944,390	2,066,029
Employer contributions	22,477,197	3,944,910
Total additions	27,745,399	6,365,573
Deductions:		
Benefits paid to participants	3,531,683	3,411,640
Administrative expenses	245,128	381,423
Total deductions	3,776,811	3,793,063
Net increase in net assets available for benefits	23,968,588	2,572,510
Net assets available for benefits, beginning of year	45,437,494	42,864,984
Net assets available for benefits, end of year	69,406,082	45,437,494

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

Notes to financial statements

1 Description of the Plan

The following description of the Amended and Restated Fiberweb Retirement Plan (the Plan) is provided for general informational purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

As of November 17, 2006, the plan document was amended and restated in its entirety to define the "Employer" of the Plan to mean Fiberweb Simpsonville, Inc. Effective July 31, 2009, the plan document was amended to include Fiberweb Newco 2, Inc. (FitesaFiberweb) as a participating employer. For the plan year ended December 31, 2009 and thereafter, Fiberweb Simpsonville, Inc. and FitesaFiberweb are defined as the "Employers" of the Plan.

Effective April 2, 2004, the Plan's management approved an amendment to freeze plan operations. This amendment resulted in a cessation of benefit accruals under the Plan, and no additional participants are allowed to enter or re-enter the Plan as of the effective date.

Effective January 1, 2012, the Plan was amended to make Fiberweb, Inc. the Plan Sponsor and Employer of the Plan.

The Plan is a noncontributory, defined-benefit plan that provides pension, disability and death benefits to eligible salaried or similarly compensated employees of the Employers, hourly employees of the Simpsonville plant and any other employees covered by an agreement that provides participation in the Plan. A participant becomes 100% vested in his or her accrued retirement benefit after five years of service.

The Employers make contributions to the Plan in order to fund the normal cost and amortization of prior service cost, based on actuarial determinations. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for the years ended December 31, 2012 and 2011.

On December 13, 2012, the Plan Sponsor made a contribution of \$20,000,000 in excess of the minimum funding requirements. The Plan Sponsor has made this excess contribution in order to improve the funded status of the Plan, and intends to use the contribution to pre-fund future minimum funding requirements as defined by ERISA.

The Plan generally provides for normal retirement at age 65; however, at the request of the Employers, a participant may remain in the employment of the Employers after his or her normal retirement date, thereby deferring his or her retirement benefits. The Plan also provides for early retirement at age 55 if a participant has completed at least ten years of service.

The Plan provides for payments of retirement, disability and death benefits to participants or beneficiaries under various payment options. The determination of benefit payments depends primarily on average earnings and years of service by an employee, as outlined in the plan document.

2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and the reported change in net assets available for benefits during the reporting periods. Actual results could differ from those estimates.

Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability, and
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management 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.

Valuation of Investments

The Plan’s investments are stated at fair value as determined by the trustee. Quoted market prices are used by the trustee to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in the money market fund are valued based on quoted market prices in an active market. Mutual fund assets are redeemable securities, which permit the shareholder to present, redeem and receive a proportionate share of the current value of the fund’s assets during normal trade hours. Investments in bonds are valued based on quoted market prices for similar assets in active markets.

Net gain (loss) from investment activity is comprised of realized, as well as unrealized, gains or losses resulting from investment transactions. Realized gains and losses represent the difference between sales proceeds of plan investments and the fair market value of such investments at the beginning of the year, or cost if such investments were purchased during the current year. Unrealized gains and losses represent the difference between the fair market value of investments at the beginning of the year, or cost if such investments were purchased during the year, and the fair market value at the end of the reporting period.

Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date.

Non-interest Bearing Cash

The Plan's trustee places temporary cash with high credit quality financial institutions. At times such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Administrative Expenses

The majority of administrative expenses are paid by the Plan, as provided in the plan document.

Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Benefits Paid to Participants

Benefits are recorded when paid.

3 Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- Non-interest bearing cash, investments and accrued income receivable, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011
- Interest and dividend income and net gain from investment activity, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011
- Schedule H, Line 4i - Schedule of assets (held at end of year) as of December 31, 2012
- Schedule H, Line 4j - Schedule of reportable transactions for the year ended December 31, 2012

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

4 Investments

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value, as of December 31, 2012:

As of December 31, 2012	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	30,756,280	-	-	30,756,280
Mutual funds:				
Large-cap blend	4,118,253	-	-	4,118,253
Bonds:				
U.S. Government securities	-	11,278,031	-	11,278,031
Corporate debt instruments - Preferred - Large-cap	-	15,403,859	-	15,403,859
Corporate debt instruments - Large-cap	-	7,294,392	-	7,294,392
Total investments at fair value	34,874,533	33,976,282	-	68,850,815

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

As of December 31, 2011	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	597,276	-	-	597,276
Mutual funds:				
Large-cap blend	6,932,261	-	-	6,932,261
Large-cap value	6,318,730	-	-	6,318,730
Mid-cap growth	1,899,808	-	-	1,899,808
Small-cap growth	959,824	-	-	959,824
Bonds:				
U.S. Government securities	-	3,133,948	-	3,133,948
Corporate debt instruments - Preferred - Large-cap	-	16,158,511	-	16,158,511
Corporate debt instruments - Large-cap	-	7,188,720	-	7,188,720
Total investments at fair value	16,707,899	26,481,179	-	43,189,078

The Plan's investment strategy related to its investments in mutual funds is to primarily maintain a large-cap focus. The Plan's investment in U.S. Government securities includes both government treasury bonds and government agency bonds, as detailed in the supplemental schedule, which are measured using a mix of Level 1 and Level 2 inputs. As the Level 2 inputs are significant to the fair value measurement, the investments are reported as Level 2 in the table above. The Plan's investments in domestic corporate debt instruments focus on fixed-income strategies that match the duration of the Plan's liabilities. The majority of these instruments are large-cap debt instruments allocated over a variety of industries, with no one industry comprising over 25% of the allocation. A money market fund balance of \$30,756,280 was held at December 31, 2012 to protect the Plan against uncertainty over the U.S. fiscal cliff. This balance was reallocated back into bonds and mutual funds in accordance with the investment strategy during the first quarter of 2013.

Investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

	2012	2011
	\$	\$
PIMCO Money Market Inst	30,560,916	*
Vanguard 500 Index (Signal)	4,118,253	4,190,139
Dodge & Cox International Stock Fund	*	2,612,288
Artisan International Fund	*	2,742,122

* The fair market value of these investments did not represent 5% or more of the fair market value of the plan assets as of the balance sheet date.

The net gain (loss) from investment activity for the plan years ended December 31, 2012 and 2011, resulted from the following types of investments:

	2012	2011
	\$	\$
Mutual funds	525,085	(644,805)
Bonds	4,419,305	2,710,834
	4,944,390	2,066,029

5 Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum distributions, under the Plan's provisions that are attributable to the services rendered by the employees through the valuation date. Accumulated plan benefits include benefits expected to be paid to the following: (a) retired or terminated employees or their beneficiaries, (b) present employees or their beneficiaries and (c) designated beneficiaries of deceased employees. In 2010, the Plan changed presentation of actuarial present value of accumulated plan benefits from end-of-period reporting to beginning-of-period reporting. Actuarial computations were made by the Plan's actuary using the traditional unit credit actuarial cost method and are based on the following assumptions at December 31, 2011 and 2010:

Mortality basis	RP-2008 Generational Mortality Table
Retirement	Age 65, adjusted for early retirement
Rate of return	6.00 %

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

The actuarial present value of accumulated plan benefits as of December 31, 2011 and 2010 was as follows:

	2011	2010
	\$	\$
Vested benefits:		
Participants currently receiving payments	34,634,680	34,688,972
Participants entitled to deferred benefits	23,081,826	23,119,017
	57,716,506	57,807,989
Nonvested benefits	2,094	17,229
Total actuarial present value of accumulated plan benefits	57,718,600	57,825,218

The change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2011 and 2010, consisted of the following:

For the years ended December 31	2011	2010
	\$	\$
Actuarial present value of accumulated plan benefits, beginning of year	57,825,218	57,645,977
Increase (decrease) attributable to:		
Decrease in discount period	3,369,249	3,361,925
Benefits paid	(3,411,640)	(3,275,490)
Additional benefits earned, including experience gains and losses	(64,227)	92,806
Actuarial present value of accumulated plan benefits, end of year	57,718,600	57,825,218

6 Federal Income Tax Status

The Internal Revenue Service (IRS) issued a determination letter dated November 24, 2010, stating that the Plan and related trust were designed to be tax exempt in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan was qualified, the related trust was tax exempt and the Plan was operating in accordance with the IRC.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2009.

7 Plan Termination

While it has not expressed any intention to do so, the Employers have the right, as presented in the plan document, to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination, the net assets of the Plan shall be allocated in accordance with provisions as outlined in the plan document. Any balance remaining after satisfaction of all liabilities of the Plan shall be returned to the Employers. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan and the amount of benefit protection are subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the maximum amount of an individual's monthly benefit that the PBGC guarantees. For terminations occurring during 2012, this ceiling was \$4,653 per month. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

8 Party-in-Interest Transactions

The Plan's non-interest bearing cash is held by New York Life Investment Management and certain plan investments are shares of mutual funds managed by New York Life Investment Management, an affiliate of New York Life Trust Company (NYL). NYL is the trustee as defined by the Plan and, therefore, transactions in investments managed by the NYL and its affiliates qualify as party-in-interest transactions.

During the years ended December 31, 2012 and 2011, the Employers provided the Plan with certain accounting and administrative services for which no fees were charged.

9 Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 and the changes in net assets available for benefits for the year ended December 31, 2012, to the financial information reported in the Plan's Form 5500 filing:

							December 31, 2012	December 31, 2011
	Money Market Funds	Mutual Funds	Bonds	Interest and Dividend Income	Net Gain from Investment Activity	Administrative Expenses	Net Assets Available for Benefits	Net Assets Available for Benefits
	\$	\$		\$	\$	\$	\$	\$
Per financial statements	30,756,280	4,118,253	33,976,282	323,812	4,944,390	245,128	69,406,082	45,437,494
Reclassifications	(195,364)	195,364	(1)	860,505	(843,968)	16,538	(1)	-
Per Form 5500	30,560,916	4,313,617	33,976,281	1,184,317	4,100,422	261,666	69,406,081	45,437,494

10 Subsequent Events

The Plan has evaluated its activity subsequent to December 31, 2012, through August 2, 2013, the date the financial statements were available to be issued, and has determined that it does not have any material subsequent events that require adjustment to or disclosure in these financial statements.

Schedule H, Line 4i - Schedule of assets (held at end of year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Asset	Cost	Current Value	
		\$	\$	
Mutual funds:				
Vanguard	500 Index (Signal)	2,908,002	4,118,253	
Money Market Fund:				
PIMCO Money Market Inst	Money Market Fund	30,560,916	30,560,916	
Non-interest bearing cash:				
* New York Life	Non-interest bearing cash	274,807	274,807	
Total assets held on following pages	Various	33,369,104	34,171,646	
		67,112,829	69,125,622	

*Represents party-in-interest to the Plan



BNY MELLON

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NYF F101501
NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
U. S. GOVERNMENT SECURITIES					
145,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	185,093.95	131.5720	190,779.40	5,685.45
575,000.0000	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	781,191.41	135.1090	776,876.75	4,314.66-
650,000.0000	U S TREASURY BOND 4.375% 05/15/2041 DD 05/15/11	851,626.95	130.2810	846,826.50	4,800.45-
170,000.0000	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	175,747.58	101.8750	173,187.50	2,560.08-
400,000.0000	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	389,109.38	96.3440	385,376.00	3,733.38-
190,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	189,933.20	98.9060	187,921.40	2,011.80-
750,000.0000	U S TREASURY NOTE 0.250% 11/30/2014 DD 11/30/12	749,912.11	100.0040	750,030.00	117.89
645,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2024 DD 02/15/95	470,553.31	77.6940	501,126.30	30,572.99
300,000.0000	GNMA GTD REMIC P/T 12-19 D VAR RT 01/16/2050 DD 02/01/12	302,034.78	103.4160	310,248.00	8,213.22
150,000.0000	GNMA GTD REMIC P/T 12-33 D VAR RT 11/16/2050 DD 03/01/12	151,312.50	102.3800	153,570.00	2,257.50
150,000.0000	GNMA GTD REMIC P/T 12-44 C VAR RT 07/16/2046 DD 04/01/12	151,500.00	106.4770	159,715.50	8,215.50



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NYF F101501
NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
845,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	823,869.53	96.5630	815,957.35	7,912.18-
335,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2035 DD 08/15/07	175,097.80	51.5080	172,551.80	2,546.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2038 DD 02/15/08	486,470.00	46.6020	466,020.00	20,450.00-
1,200,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2032 DD 02/15/06	724,884.00	58.1210	697,452.00	27,432.00-
625,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2033 DD 02/15/06	363,925.00	56.0260	350,162.50	13,762.50-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2034 DD 02/15/06	560,100.00	54.0070	540,070.00	20,030.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2035 DD 02/15/06	539,350.00	51.9880	519,880.00	19,470.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2036 DD 02/15/06	522,460.00	50.3520	503,520.00	18,940.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2037 DD 02/15/07	504,120.00	48.4410	484,410.00	19,710.00-
325,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2034 DD 08/15/07	176,107.75	53.5190	173,936.75	2,171.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2039 DD 02/17/09	468,610.00	44.8530	448,530.00	20,080.00-
2,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2040 DD 02/16/10	903,580.00	43.1730	863,460.00	40,120.00-



BNY MELLON

TRDNVY NYYF10150102 5500 FINAL 093423 5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR 2012-12-31 CYCLE 2 09:34:29 RUN DATE: 20-MAY-13
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 NEW YORK LIFE INVESTMENT MANAG
 NYLIM-FIBERWEB SIMP-RYAN LABS

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
830,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2041 DD 05/16/11	347,919.40	41.3140	342,906.20	5,013.20-
1,180,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2042 DD 08/15/12	490,172.00	39.2810	463,515.80	26,656.20-
TOTAL U. S. GOVERNMENT SECURITIES		11,484,680.65		11,278,029.75	206,650.90-
CORPORATE DEBT INSTRUMENTS - PREFERRED					
197,000.0000	AT&T INC 144A 4.350% 06/15/2045 DD 12/17/12	192,961.13	100.4500	197,886.50	4,925.37
200,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DD 03/30/10	237,792.00	131.5640	263,128.00	25,336.00
155,000.0000	AMERICA MOVIL SAB DE CV 2.375% 09/08/2016 DD 09/08/11	158,059.70	103.9380	161,103.90	3,044.20
215,000.0000	APPLIED MATERIALS INC 5.850% 06/15/2041 DD 06/08/11	245,039.80	122.0180	262,338.70	17,298.90
140,000.0000	BP CAPITAL MARKETS PLC 3.125% 10/01/2015 DD 10/01/10	148,027.60	106.1550	148,617.00	589.40
110,000.0000	BP CAPITAL MARKETS PLC 2.248% 11/01/2016 DD 11/01/11	110,701.80	104.0380	114,441.80	3,740.00
135,000.0000	CR BARD INC 4.400% 01/15/2021 DD 12/20/10	154,653.30	113.8590	153,709.65	943.65-
175,000.0000	BAXTER INTERNATIONAL INC 1.850% 01/15/2017 DD 12/19/11	176,359.75	103.0470	180,332.25	3,972.50
115,000.0000	BEAR STEARNS COS LLC/THE 7.250% 02/01/2018 DD 02/01/08	134,820.25	125.3040	144,099.60	9,279.35



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
275,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.250% 01/15/2021 DD 01/11/11	299,673.00	114.7340	315,518.50	15,845.50
225,000.0000	BERKSHIRE HATHAWAY INC 3.200% 02/11/2015 DD 02/11/10	238,536.00	105.2780	236,875.50	1,660.50-
235,000.0000	BRISTOL-MYERS SQUIBB CO 5.875% 11/15/2036 DD 11/20/06	309,591.35	129.1290	303,453.15	6,138.20-
300,000.0000	CDP FINANCIAL INC 144A 4.400% 11/25/2019 DD 11/25/09	325,512.00	115.0630	345,189.00	19,677.00
185,000.0000	CME GROUP INC/IL 5.750% 02/15/2014 DD 02/09/09	201,651.85	105.6050	195,369.25	6,282.60-
139,999.9980	COMM 2012-CCRE4 MOR CR4 B 144A 3.703% 10/15/2045 DD 11/01/12	143,490.18	101.9650	142,751.00	739.18-
190,000.0000	CATERPILLAR FINANCIAL SERVICES 2.750% 06/24/2015 DD 06/24/10	198,179.50	104.7420	199,009.80	830.30
120,000.0000	CATERPILLAR FINANCIAL SERVICES 2.650% 04/01/2016 DD 04/01/11	124,954.80	105.0050	126,006.00	1,051.20
220,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	275,444.40	130.1450	286,319.00	10,874.60
115,000.0000	CISCO SYSTEMS INC 4.950% 02/15/2019 DD 02/17/09	135,185.95	118.3820	136,139.30	953.35
415,000.0000	COCA-COLA CO/THE 1.650% 03/14/2018 DD 03/14/12	427,130.45	102.4330	425,096.95	2,033.50-
110,000.0000	COMERICA INC 3.000% 09/16/2015 DD 09/16/10	112,368.30	105.5910	116,150.10	3,781.80



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
125,000.0000	DELL INC 7.100% 04/15/2028 DD 04/15/98	156,983.75	120.3980	150,497.50	6,486.25-
95,000.0000	WALT DISNEY CO/THE 2.750% 08/16/2021 DD 08/22/11	96,748.00	104.4080	99,187.60	2,439.60
120,000.0000	ELECTRICITE DE FRANCE SA 144A 5.600% 01/27/2040 DD 01/26/10	121,460.40	114.9790	137,974.80	16,514.40
280,000.0000	EBAY INC 2.600% 07/15/2022 DD 07/24/12	284,261.60	101.0240	282,867.20	1,394.40-
105,000.0000	EMERSON ELECTRIC CO 5.125% 12/01/2016 DD 12/06/06	121,445.10	115.0920	120,846.60	598.50-
170,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	196,015.77	125.5700	213,469.00	17,453.23
70,000.0000	FLUOR CORP 3.375% 09/15/2021 DD 09/13/11	70,877.80	106.0290	74,220.30	3,342.50
190,000.0000	FORD CREDIT FLOORPLAN 2 D 144A 3.500% 01/15/2019 DD 02/15/12	189,929.23	103.5260	196,699.40	6,770.17
270,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	384,998.40	149.6870	404,154.90	19,156.50
120,000.0000	FRANCE TELECOM SA 4.125% 09/14/2021 DD 09/14/11	120,968.40	110.1940	132,232.80	11,264.40
300,000.0000	FRANKLIN RESOURCES INC 2.800% 09/15/2022 DD 09/24/12	302,136.00	101.2220	303,666.00	1,530.00
270,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.625% 05/01/2018 DD 04/21/08	307,613.70	118.7530	320,633.10	13,019.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
265,000.0000	GENERAL ELECTRIC CAPITAL CORP 4.375% 09/16/2020 DD 09/16/10	284,728.35	111.6050	295,753.25	11,024.90
150,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	148,053.00	114.6030	171,904.50	23,851.50
145,000.0000	GOLDMAN SACHS GROUP INC/THE 3.700% 08/01/2015 DD 07/28/10	142,056.50	105.5390	153,031.55	10,975.05
245,000.0000	GOLDMAN SACHS GROUP INC/THE 6.150% 04/01/2018 DD 04/01/08	252,862.05	117.4770	287,818.65	34,956.60
305,000.0000	GOLDMAN SACHS GROUP INC/THE 3.625% 02/07/2016 DD 02/07/11	294,697.10	105.8520	322,848.60	28,151.50
175,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DD 05/27/08	181,256.25	127.8870	223,802.25	42,546.00
215,000.0000	INTERNATIONAL BUSINESS MACHINE 2.000% 01/05/2016 DD 12/09/10	220,529.80	103.3270	222,153.05	1,623.25
215,000.0000	JPMORGAN CHASE & CO 6.000% 01/15/2018 DD 12/20/07	242,062.05	119.7190	257,395.85	15,333.80
220,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	224,668.40	112.8840	248,344.80	23,676.40
135,000.0000	JPMORGAN CHASE & CO 4.250% 10/15/2020 DD 10/21/10	135,947.70	111.2130	150,137.55	14,189.85
120,000.0000	JP MORGAN CHASE COMM C1 B 144A 5.951% 06/15/2043 DD 06/01/10	143,287.50	119.5230	143,427.60	140.10
300,000.0000	SC JOHNSON & SON INC 144A 4.800% 09/01/2040 DD 08/30/10	324,510.00	110.7340	332,202.00	7,692.00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
100,000.0000	JPMORGAN CHASE & CO 5.400% 01/06/2042 DD 12/22/11	104,359.00	120.5100	120,510.00	16,151.00
110,000.0000	MEDTRONIC INC 2.625% 03/15/2016 DD 03/15/11	113,931.40	105.3770	115,914.70	1,983.30
120,000.0000	MORGAN STANLEY 5.750% 01/25/2021 DD 01/25/11	111,937.20	114.2040	137,044.80	25,107.60
50,000.0000	MORGAN STANLEY 5.500% 01/26/2020 DD 01/26/10	45,513.50	112.1790	56,089.50	10,576.00
150,000.0000	NATIONWIDE MUTUAL INSURAN 144A 9.375% 08/15/2039 DD 08/10/09	205,065.00	140.7080	211,062.00	5,997.00
265,000.0000	ORACLE CORP 6.500% 04/15/2038 DD 04/09/08	358,089.20	139.0520	368,487.80	10,398.60
175,000.0000	PACIFIC GAS & ELECTRIC CO 5.625% 11/30/2017 DD 12/04/07	207,082.75	120.7320	211,281.00	4,198.25
160,000.0000	PEPSI BOTTLING GROUP INC/THE 7.000% 03/01/2029 DD 03/08/99	220,043.20	143.6290	229,806.40	9,763.20
160,000.0000	PRIVATE EXPORT FUNDING CORP 4.300% 12/15/2021 DD 11/24/09	185,651.20	120.7790	193,246.40	7,595.20
110,000.0000	RAYTHEON CO 4.700% 12/15/2041 DD 12/06/11	112,970.00	113.1660	124,482.60	11,512.60
190,000.0000	ROCHE HOLDINGS INC 144A 6.000% 03/01/2019 DD 02/25/09	230,927.90	124.4790	236,510.10	5,582.20
170,000.0000	SIEMENS FINANCIERINGSMAATSCHAP 6.125% 08/17/2026 DD 08/16/06	206,368.10	131.4890	223,531.30	17,163.20



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
110,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.000% 01/15/2016 DD 01/19/05	125,290.00	112.1260	123,338.60	1,951.40-
135,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 4.500% 08/15/2041 DD 08/10/11	140,324.40	110.7660	149,534.10	9,209.70
170,000.0000	STATOIL ASA 3.125% 08/17/2017 DD 08/17/10	179,299.00	108.8370	185,022.90	5,723.90
280,000.0000	STATOIL ASA 5.250% 04/15/2019 DD 04/23/09	333,799.20	119.9070	335,739.60	1,940.40
325,000.0000	TEACHERS INSURANCE & ANNU 144A 6.850% 12/16/2039 DD 12/16/09	417,105.00	135.6280	440,791.00	23,686.00
165,000.0000	TOTAL CAPITAL SA 3.000% 06/24/2015 DD 06/24/10	174,388.50	105.6250	174,281.25	107.25-
210,000.0000	TOYOTA MOTOR CREDIT CORP 3.300% 01/12/2022 DD 01/12/12	209,857.20	107.8870	226,562.70	16,705.50
200,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	304,930.00	150.4360	300,872.00	4,058.00-
250,000.0000	VNO 2012-6AVE MORT 6AVE B 144A 3.298% 11/15/2030 DD 11/01/12	256,248.70	102.6860	256,715.00	466.30
185,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	225,811.80	126.3780	233,799.30	7,987.50
270,000.0000	VIRGINIA ELECTRIC AND POWER CO 6.350% 11/30/2037 DD 12/04/07	360,382.50	138.1370	372,969.90	12,587.40
160,000.0000	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	221,038.40	140.6200	224,992.00	3,953.60



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
150,000.0000	WAL-MART STORES INC 4.250% 04/15/2021 DD 04/18/11	173,323.50	116.1330	174,199.50	876.00
205,000.0000	WYETH LLC 6.450% 02/01/2024 DD 12/16/03	271,477.40	135.7420	278,271.10	6,793.70
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		14,793,444.01		15,403,859.35	610,415.34
CORPORATE DEBT INSTRUMENTS					
280,000.0040	AMERICREDIT AUTOMOBILE REC 2 D 3.380% 04/09/2018 DD 04/19/12	279,969.12	103.5040	289,811.20	9,842.08
245,000.0000	AMGEN INC 6.900% 06/01/2038 DD 05/23/08	301,820.40	134.1780	328,736.10	26,915.70
200,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	190,550.00	116.3440	232,688.00	42,138.00
270,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	249,407.10	118.5630	320,120.10	70,713.00
135,000.0000	BANK OF AMERICA CORP 5.875% 01/05/2021 DD 12/21/10	128,497.05	119.7280	161,632.80	33,135.75
135,000.0000	BIOGEN IDEC INC 6.000% 03/01/2013 DD 03/04/08	141,945.75	100.8610	136,162.35	5,783.40
130,000.0000	CITIGROUP INC 6.125% 11/21/2017 DD 11/21/07	138,739.90	119.0160	154,720.80	15,980.90
125,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	153,041.25	149.7120	187,140.00	34,098.75
230,000.0000	COOPER US INC 2.375% 01/15/2016 DD 12/07/10	234,326.30	103.4410	237,914.30	3,588.00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
290,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 2.400% 03/15/2017 DD 03/08/12	289,727.40	102.4320	297,052.80	7,325.40
160,000.0000	DOMINION RESOURCES INC/VA 6.000% 11/30/2017 DD 12/04/07	188,753.60	120.6050	192,968.00	4,214.40
195,000.0000	DUN & BRADSTREET CORP/THE 2.875% 11/15/2015 DD 11/24/10	200,300.10	101.4430	197,813.85	2,486.25-
130,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	148,423.60	129.3250	168,122.50	19,698.90
89,000.0000	ENERGY TRANSFER PARTNERS LP 8.500% 04/15/2014 DD 04/07/09	99,785.02	108.7380	96,776.82	3,008.20-
100,000.0000	ENTERPRISE PRODUCTS OPERATING 3.200% 02/01/2016 DD 01/13/11	103,528.00	105.6640	105,664.00	2,136.00
270,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	328,992.30	116.2860	313,972.20	15,020.10-
220,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	237,837.60	123.5010	271,702.20	33,864.60
60,000.0000	HEALTH CARE REIT INC 3.625% 03/15/2016 DD 03/14/11	59,049.60	105.5970	63,358.20	4,308.60
141,477.8200	MARriott VACATION CL 1A B 144A 3.500% 05/20/2030 DD 06/28/12	141,467.83	100.4080	142,055.05	587.22
100,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	90,923.00	112.5010	112,501.00	21,578.00
210,000.0000	MORGAN STANLEY 5.375% 10/15/2015 DD 10/21/05	217,205.10	108.7180	228,307.80	11,102.70



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	NBCUNIVERSAL MEDIA LLC 2.875% 04/01/2016 DD 04/01/11	122,341.20	105.4250	126,510.00	4,168.80
135,000.0000	NBCUNIVERSAL MEDIA LLC 4.375% 04/01/2021 DD 04/01/11	142,472.25	112.3340	151,650.90	9,178.65
280,000.0000	OMNICOM GROUP INC 3.625% 05/01/2022 DD 04/23/12	279,904.80	104.1720	291,681.60	11,776.80
215,000.0000	ONEOK INC 4.250% 02/01/2022 DD 01/26/12	229,925.30	108.6570	233,612.55	3,687.25
100,000.0000	POTASH CORP OF SASKATCHEWAN IN 3.250% 12/01/2017 DD 11/30/10	104,610.00	109.4170	109,417.00	4,807.00
172,317.2600	SVO 2010-A VOI MORTG AA B 144A 4.750% 07/20/2027 DD 08/26/10	177,857.63	103.2670	177,946.86	89.23
193,925.3300	SIERRA TIMESHARE 201 2A B 144A 3.420% 03/20/2029 DD 07/19/12	193,910.69	102.4560	198,688.14	4,777.45
265,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	317,721.75	123.4710	327,198.15	9,476.40
135,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	164,046.60	132.8680	179,371.80	15,325.20
170,000.0000	TIME WARNER CABLE INC 8.250% 02/14/2014 DD 11/18/08	191,617.20	108.3250	184,152.50	7,464.70-
280,000.0000	WELLPOINT INC 2.375% 02/15/2017 DD 08/15/11	279,154.40	103.5360	289,900.80	10,746.40
245,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	251,784.05	105.1760	257,681.20	5,897.15



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
140,000.0000	WELLS FARGO COMME LC5 D 144A VAR RT 10/15/2045 DD 09/01/12	120,577.66	90.2350	126,329.00	5,751.34
120,000.0000	* BANC OF AMERICA FU SD1 M1 144A VAR RT 04/25/2050 DD 05/01/11	119,400.00	97.4550	116,946.00	2,454.00
140,000.0000	* GS MORTGAGE SECURI ALOH C 144A VAR RT 04/10/2034 DD 05/01/12	140,298.09	104.4200	146,188.00	5,889.91
160,000.0000	* WF-RBS COMMERCIAL M C10 D 144A VAR RT 12/15/2045 DD 12/01/12	135,703.04	86.1860	137,897.60	2,194.56
TOTAL CORPORATE DEBT INSTRUMENTS		6,895,614.68		7,294,392.17	398,777.49
REGISTERED INVESTMENT COMPANIES					
195,364.3000	DREYFUS TRE PR CSH MGT INS 761 0.000% 12/31/2035 DD 04/09/97	195,364.30	100.0000	195,364.30	0.00
TOTAL REGISTERED INVESTMENT COMPANIES		195,364.30		195,364.30	0.00
GRAND TOTAL		33,369,103.64		34,171,645.57	802,541.93

Schedule H, Line 4j - Schedule of reportable transactions

For the year ended December 31, 2012

See attached schedule.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss	
Share Purchase	20,000,000.00	1,226,448.521	20,000,000.00		*
7 SERIES - Share Purchase	24,457,198.00	1,513,934.407	24,457,198.00		*
62 SERIES - Share Redemption	-3,783,203.01	-243,017.687	-2,647,110.78	1,136,092.23	*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Artisan International Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,092,426.00	-125,098.139	-2,275,625.08	816,800.92 *
64 SERIES - Share Redemption	-3,782,177.37	-156,553.381	-2,830,755.67	951,421.70 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Dodge & Cox Intl Stock Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,174,691.39	-91,122.026	-2,598,163.21	576,528.18 *
64 SERIES - Share Redemption	-3,666,878.14	-106,656.289	-3,033,755.47	633,122.67 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay Large Cap Growth I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,388,860.41	-298,010.597	-1,963,594.99	425,265.42

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay ICAP Select Equity I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,431,552.30	-63,339,652	-2,260,095.33	171,456.97

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Northern Multi Mgr Mid Cap

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,455,905.68	-206,181.322	-2,151,445.01	304,460.67

*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - PIMCO Money Market Inst

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	20,000,000.00	20,000,000.000	20,000,000.00	*
Share Purchase	10,719,470.13	10,719,470.130	10,719,470.13	*
2 SERIES - Share Purchase	30,719,470.13	30,719,470.130	30,719,470.13	*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Ryan Labs (Simp) BNY/Mellon

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	2,721,790.43	2,721,790.430	2,721,790.43	*
12 SERIES - Brokerage Earnings	2,458,546.71	0.000		*
12 SERIES - Share Purchase	8,091,426.60	8,091,426.600	8,091,426.60	*
64 SERIES - Share Redemption	-3,176,322.42	-3,176,322.420	-3,176,322.42	*

* Transaction is greater than 5% of the market value.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Attained Age	Number of Participants and Average Compensation									
	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39										
40-44				1						
45-49				3	1					
50-54			1	2			1			
55-59				2						
60-64				2						
65-69				1						
70+										

N-14

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with no lookback (as of January 2012), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.98%
2nd Segment Rate	5.07%
3rd Segment Rate	6.19%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 65
At-Risk Assumptions	For at-risk calculations, participants who are eligible to retire within the next 10 years are assumed to retire immediately upon eligibility.
Mortality Rates	
Healthy and Disabled	Generational Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	None
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 90% of males and 90% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$200,000

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2010 Plan Year

6.76%

2011 Plan Year

6.46%

Trust Expenses Included in Target Normal Cost

Equal to prior years expenses (\$381,423 for 2012 assumptions)

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 1

Retirement Rates

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	30.00%
63	20.00%
64	20.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
19	0.0000%	49	14.2014%
20	29.8152%	50	12.6744%
21	29.6694%	51	11.0472%
22	29.5194%	52	9.3684%
23	29.3634%	53	7.6986%
24	29.1996%	54	6.1044%
25	29.0226%	55	4.6464%
26	28.8342%	56	3.3744%
27	28.6314%	57	2.3154%
28	28.4112%	58	1.4820%
29	28.1718%	59	0.8640%
30	27.9096%	60	0.4398%
31	27.6198%	61	0.1782%
32	27.3000%	62	0.0456%
33	26.9460%	63+	0.0000%
34	26.5536%		
35	26.1186%		
36	25.6398%		
37	25.1154%		
38	24.5448%		
39	23.9268%		
40	23.2632%		
41	22.5456%		
42	21.7668%		
43	20.9280%		
44	20.0274%		
45	19.0620%		
46	18.0162%		
47	16.8684%		
48	15.6000%		

Financial Statements and Report of Independent
Certified Public Accountants

Amended and Restated Fiberweb Retirement Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Investment Committee of the
Amended and Restated Fiberweb Retirement Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of the **Amended and Restated Fiberweb Retirement Plan** (the 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 ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's responsibility for the financial statements

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.

Auditor's responsibility

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 Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion 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.

Supplementary information

The supplemental schedules of assets (held at end of year) as of December 31, 2012 and reportable transactions for the year ended December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 3, 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.

Grant Thornton LLP

Columbia, South Carolina
August 2, 2013

Statements of net assets available for benefits

December 31	2012	2011
	\$	\$
Assets:		
Non-interest bearing cash	274,807	266,165
Investments, at fair value:		
Money market funds	30,756,280	597,276
Mutual funds	4,118,253	16,110,623
Bonds	33,976,282	26,481,179
Total investments	68,850,815	43,189,078
Employer contributions receivable	-	1,982,251
Accrued income receivable	280,460	-
Net assets available for benefits	69,406,082	45,437,494

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

Statements of changes in net assets available for benefits

For the years ended December 31	2012	2011
	\$	\$
Additions:		
Interest and dividend income	323,812	354,634
Net gain from investment activity	4,944,390	2,066,029
Employer contributions	22,477,197	3,944,910
Total additions	27,745,399	6,365,573
Deductions:		
Benefits paid to participants	3,531,683	3,411,640
Administrative expenses	245,128	381,423
Total deductions	3,776,811	3,793,063
Net increase in net assets available for benefits	23,968,588	2,572,510
Net assets available for benefits, beginning of year	45,437,494	42,864,984
Net assets available for benefits, end of year	69,406,082	45,437,494

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

Notes to financial statements

1 Description of the Plan

The following description of the Amended and Restated Fiberweb Retirement Plan (the Plan) is provided for general informational purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

As of November 17, 2006, the plan document was amended and restated in its entirety to define the "Employer" of the Plan to mean Fiberweb Simpsonville, Inc. Effective July 31, 2009, the plan document was amended to include Fiberweb Newco 2, Inc. (FitesaFiberweb) as a participating employer. For the plan year ended December 31, 2009 and thereafter, Fiberweb Simpsonville, Inc. and FitesaFiberweb are defined as the "Employers" of the Plan.

Effective April 2, 2004, the Plan's management approved an amendment to freeze plan operations. This amendment resulted in a cessation of benefit accruals under the Plan, and no additional participants are allowed to enter or re-enter the Plan as of the effective date.

Effective January 1, 2012, the Plan was amended to make Fiberweb, Inc. the Plan Sponsor and Employer of the Plan.

The Plan is a noncontributory, defined-benefit plan that provides pension, disability and death benefits to eligible salaried or similarly compensated employees of the Employers, hourly employees of the Simpsonville plant and any other employees covered by an agreement that provides participation in the Plan. A participant becomes 100% vested in his or her accrued retirement benefit after five years of service.

The Employers make contributions to the Plan in order to fund the normal cost and amortization of prior service cost, based on actuarial determinations. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for the years ended December 31, 2012 and 2011.

On December 13, 2012, the Plan Sponsor made a contribution of \$20,000,000 in excess of the minimum funding requirements. The Plan Sponsor has made this excess contribution in order to improve the funded status of the Plan, and intends to use the contribution to pre-fund future minimum funding requirements as defined by ERISA.

The Plan generally provides for normal retirement at age 65; however, at the request of the Employers, a participant may remain in the employment of the Employers after his or her normal retirement date, thereby deferring his or her retirement benefits. The Plan also provides for early retirement at age 55 if a participant has completed at least ten years of service.

The Plan provides for payments of retirement, disability and death benefits to participants or beneficiaries under various payment options. The determination of benefit payments depends primarily on average earnings and years of service by an employee, as outlined in the plan document.

2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and the reported change in net assets available for benefits during the reporting periods. Actual results could differ from those estimates.

Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability, and
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management 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.

Valuation of Investments

The Plan’s investments are stated at fair value as determined by the trustee. Quoted market prices are used by the trustee to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in the money market fund are valued based on quoted market prices in an active market. Mutual fund assets are redeemable securities, which permit the shareholder to present, redeem and receive a proportionate share of the current value of the fund’s assets during normal trade hours. Investments in bonds are valued based on quoted market prices for similar assets in active markets.

Net gain (loss) from investment activity is comprised of realized, as well as unrealized, gains or losses resulting from investment transactions. Realized gains and losses represent the difference between sales proceeds of plan investments and the fair market value of such investments at the beginning of the year, or cost if such investments were purchased during the current year. Unrealized gains and losses represent the difference between the fair market value of investments at the beginning of the year, or cost if such investments were purchased during the year, and the fair market value at the end of the reporting period.

Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date.

Non-interest Bearing Cash

The Plan's trustee places temporary cash with high credit quality financial institutions. At times such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Administrative Expenses

The majority of administrative expenses are paid by the Plan, as provided in the plan document.

Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Benefits Paid to Participants

Benefits are recorded when paid.

3 Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- Non-interest bearing cash, investments and accrued income receivable, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011
- Interest and dividend income and net gain from investment activity, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011
- Schedule H, Line 4i - Schedule of assets (held at end of year) as of December 31, 2012
- Schedule H, Line 4j - Schedule of reportable transactions for the year ended December 31, 2012

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

4 Investments

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value, as of December 31, 2012:

As of December 31, 2012	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	30,756,280	-	-	30,756,280
Mutual funds:				
Large-cap blend	4,118,253	-	-	4,118,253
Bonds:				
U.S. Government securities	-	11,278,031	-	11,278,031
Corporate debt instruments - Preferred - Large-cap	-	15,403,859	-	15,403,859
Corporate debt instruments - Large-cap	-	7,294,392	-	7,294,392
Total investments at fair value	34,874,533	33,976,282	-	68,850,815

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

As of December 31, 2011	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	597,276	-	-	597,276
Mutual funds:				
Large-cap blend	6,932,261	-	-	6,932,261
Large-cap value	6,318,730	-	-	6,318,730
Mid-cap growth	1,899,808	-	-	1,899,808
Small-cap growth	959,824	-	-	959,824
Bonds:				
U.S. Government securities	-	3,133,948	-	3,133,948
Corporate debt instruments - Preferred - Large-cap	-	16,158,511	-	16,158,511
Corporate debt instruments - Large-cap	-	7,188,720	-	7,188,720
Total investments at fair value	16,707,899	26,481,179	-	43,189,078

The Plan's investment strategy related to its investments in mutual funds is to primarily maintain a large-cap focus. The Plan's investment in U.S. Government securities includes both government treasury bonds and government agency bonds, as detailed in the supplemental schedule, which are measured using a mix of Level 1 and Level 2 inputs. As the Level 2 inputs are significant to the fair value measurement, the investments are reported as Level 2 in the table above. The Plan's investments in domestic corporate debt instruments focus on fixed-income strategies that match the duration of the Plan's liabilities. The majority of these instruments are large-cap debt instruments allocated over a variety of industries, with no one industry comprising over 25% of the allocation. A money market fund balance of \$30,756,280 was held at December 31, 2012 to protect the Plan against uncertainty over the U.S. fiscal cliff. This balance was reallocated back into bonds and mutual funds in accordance with the investment strategy during the first quarter of 2013.

Investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

	2012	2011
	\$	\$
PIMCO Money Market Inst	30,560,916	*
Vanguard 500 Index (Signal)	4,118,253	4,190,139
Dodge & Cox International Stock Fund	*	2,612,288
Artisan International Fund	*	2,742,122

* The fair market value of these investments did not represent 5% or more of the fair market value of the plan assets as of the balance sheet date.

The net gain (loss) from investment activity for the plan years ended December 31, 2012 and 2011, resulted from the following types of investments:

	2012	2011
	\$	\$
Mutual funds	525,085	(644,805)
Bonds	4,419,305	2,710,834
	4,944,390	2,066,029

5 Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum distributions, under the Plan's provisions that are attributable to the services rendered by the employees through the valuation date. Accumulated plan benefits include benefits expected to be paid to the following: (a) retired or terminated employees or their beneficiaries, (b) present employees or their beneficiaries and (c) designated beneficiaries of deceased employees. In 2010, the Plan changed presentation of actuarial present value of accumulated plan benefits from end-of-period reporting to beginning-of-period reporting. Actuarial computations were made by the Plan's actuary using the traditional unit credit actuarial cost method and are based on the following assumptions at December 31, 2011 and 2010:

Mortality basis	RP-2008 Generational Mortality Table
Retirement	Age 65, adjusted for early retirement
Rate of return	6.00 %

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

The actuarial present value of accumulated plan benefits as of December 31, 2011 and 2010 was as follows:

	2011	2010
	\$	\$
Vested benefits:		
Participants currently receiving payments	34,634,680	34,688,972
Participants entitled to deferred benefits	23,081,826	23,119,017
	57,716,506	57,807,989
Nonvested benefits	2,094	17,229
Total actuarial present value of accumulated plan benefits	57,718,600	57,825,218

The change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2011 and 2010, consisted of the following:

For the years ended December 31	2011	2010
	\$	\$
Actuarial present value of accumulated plan benefits, beginning of year	57,825,218	57,645,977
Increase (decrease) attributable to:		
Decrease in discount period	3,369,249	3,361,925
Benefits paid	(3,411,640)	(3,275,490)
Additional benefits earned, including experience gains and losses	(64,227)	92,806
Actuarial present value of accumulated plan benefits, end of year	57,718,600	57,825,218

6 Federal Income Tax Status

The Internal Revenue Service (IRS) issued a determination letter dated November 24, 2010, stating that the Plan and related trust were designed to be tax exempt in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan was qualified, the related trust was tax exempt and the Plan was operating in accordance with the IRC.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2009.

7 Plan Termination

While it has not expressed any intention to do so, the Employers have the right, as presented in the plan document, to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination, the net assets of the Plan shall be allocated in accordance with provisions as outlined in the plan document. Any balance remaining after satisfaction of all liabilities of the Plan shall be returned to the Employers. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan and the amount of benefit protection are subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the maximum amount of an individual's monthly benefit that the PBGC guarantees. For terminations occurring during 2012, this ceiling was \$4,653 per month. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

8 Party-in-Interest Transactions

The Plan's non-interest bearing cash is held by New York Life Investment Management and certain plan investments are shares of mutual funds managed by New York Life Investment Management, an affiliate of New York Life Trust Company (NYL). NYL is the trustee as defined by the Plan and, therefore, transactions in investments managed by the NYL and its affiliates qualify as party-in-interest transactions.

During the years ended December 31, 2012 and 2011, the Employers provided the Plan with certain accounting and administrative services for which no fees were charged.

9 Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 and the changes in net assets available for benefits for the year ended December 31, 2012, to the financial information reported in the Plan's Form 5500 filing:

							December 31, 2012	December 31, 2011
	Money Market Funds	Mutual Funds	Bonds	Interest and Dividend Income	Net Gain from Investment Activity	Administrative Expenses	Net Assets Available for Benefits	Net Assets Available for Benefits
	\$	\$		\$	\$	\$	\$	\$
Per financial statements	30,756,280	4,118,253	33,976,282	323,812	4,944,390	245,128	69,406,082	45,437,494
Reclassifications	(195,364)	195,364	(1)	860,505	(843,968)	16,538	(1)	-
Per Form 5500	30,560,916	4,313,617	33,976,281	1,184,317	4,100,422	261,666	69,406,081	45,437,494

10 Subsequent Events

The Plan has evaluated its activity subsequent to December 31, 2012, through August 2, 2013, the date the financial statements were available to be issued, and has determined that it does not have any material subsequent events that require adjustment to or disclosure in these financial statements.

Schedule H, Line 4i - Schedule of assets (held at end of year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Asset	Cost	Current Value	
		\$	\$	
Mutual funds:				
Vanguard	500 Index (Signal)	2,908,002	4,118,253	
Money Market Fund:				
PIMCO Money Market Inst	Money Market Fund	30,560,916	30,560,916	
Non-interest bearing cash:				
* New York Life	Non-interest bearing cash	274,807	274,807	
Total assets held on following pages	Various	33,369,104	34,171,646	
		67,112,829	69,125,622	

*Represents party-in-interest to the Plan



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
U. S. GOVERNMENT SECURITIES					
145,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	185,093.95	131.5720	190,779.40	5,685.45
575,000.0000	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	781,191.41	135.1090	776,876.75	4,314.66-
650,000.0000	U S TREASURY BOND 4.375% 05/15/2041 DD 05/15/11	851,626.95	130.2810	846,826.50	4,800.45-
170,000.0000	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	175,747.58	101.8750	173,187.50	2,560.08-
400,000.0000	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	389,109.38	96.3440	385,376.00	3,733.38-
190,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	189,933.20	98.9060	187,921.40	2,011.80-
750,000.0000	U S TREASURY NOTE 0.250% 11/30/2014 DD 11/30/12	749,912.11	100.0040	750,030.00	117.89
645,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2024 DD 02/15/95	470,553.31	77.6940	501,126.30	30,572.99
300,000.0000	GNMA GTD REMIC P/T 12-19 D VAR RT 01/16/2050 DD 02/01/12	302,034.78	103.4160	310,248.00	8,213.22
150,000.0000	GNMA GTD REMIC P/T 12-33 D VAR RT 11/16/2050 DD 03/01/12	151,312.50	102.3800	153,570.00	2,257.50
150,000.0000	GNMA GTD REMIC P/T 12-44 C VAR RT 07/16/2046 DD 04/01/12	151,500.00	106.4770	159,715.50	8,215.50



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
845,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	823,869.53	96.5630	815,957.35	7,912.18-
335,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2035 DD 08/15/07	175,097.80	51.5080	172,551.80	2,546.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2038 DD 02/15/08	486,470.00	46.6020	466,020.00	20,450.00-
1,200,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2032 DD 02/15/06	724,884.00	58.1210	697,452.00	27,432.00-
625,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2033 DD 02/15/06	363,925.00	56.0260	350,162.50	13,762.50-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2034 DD 02/15/06	560,100.00	54.0070	540,070.00	20,030.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2035 DD 02/15/06	539,350.00	51.9880	519,880.00	19,470.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2036 DD 02/15/06	522,460.00	50.3520	503,520.00	18,940.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2037 DD 02/15/07	504,120.00	48.4410	484,410.00	19,710.00-
325,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2034 DD 08/15/07	176,107.75	53.5190	173,936.75	2,171.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2039 DD 02/17/09	468,610.00	44.8530	448,530.00	20,080.00-
2,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2040 DD 02/16/10	903,580.00	43.1730	863,460.00	40,120.00-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
830,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2041 DD 05/16/11	347,919.40	41.3140	342,906.20	5,013.20-
1,180,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2042 DD 08/15/12	490,172.00	39.2810	463,515.80	26,656.20-
TOTAL U. S. GOVERNMENT SECURITIES		11,484,680.65		11,278,029.75	206,650.90-
CORPORATE DEBT INSTRUMENTS - PREFERRED					
197,000.0000	AT&T INC 144A 4.350% 06/15/2045 DD 12/17/12	192,961.13	100.4500	197,886.50	4,925.37
200,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DD 03/30/10	237,792.00	131.5640	263,128.00	25,336.00
155,000.0000	AMERICA MOVIL SAB DE CV 2.375% 09/08/2016 DD 09/08/11	158,059.70	103.9380	161,103.90	3,044.20
215,000.0000	APPLIED MATERIALS INC 5.850% 06/15/2041 DD 06/08/11	245,039.80	122.0180	262,338.70	17,298.90
140,000.0000	BP CAPITAL MARKETS PLC 3.125% 10/01/2015 DD 10/01/10	148,027.60	106.1550	148,617.00	589.40
110,000.0000	BP CAPITAL MARKETS PLC 2.248% 11/01/2016 DD 11/01/11	110,701.80	104.0380	114,441.80	3,740.00
135,000.0000	CR BARD INC 4.400% 01/15/2021 DD 12/20/10	154,653.30	113.8590	153,709.65	943.65-
175,000.0000	BAXTER INTERNATIONAL INC 1.850% 01/15/2017 DD 12/19/11	176,359.75	103.0470	180,332.25	3,972.50
115,000.0000	BEAR STEARNS COS LLC/THE 7.250% 02/01/2018 DD 02/01/08	134,820.25	125.3040	144,099.60	9,279.35



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275,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.250% 01/15/2021 DD 01/11/11	299,673.00	114.7340	315,518.50	15,845.50
225,000.0000	BERKSHIRE HATHAWAY INC 3.200% 02/11/2015 DD 02/11/10	238,536.00	105.2780	236,875.50	1,660.50-
235,000.0000	BRISTOL-MYERS SQUIBB CO 5.875% 11/15/2036 DD 11/20/06	309,591.35	129.1290	303,453.15	6,138.20-
300,000.0000	CDP FINANCIAL INC 144A 4.400% 11/25/2019 DD 11/25/09	325,512.00	115.0630	345,189.00	19,677.00
185,000.0000	CME GROUP INC/IL 5.750% 02/15/2014 DD 02/09/09	201,651.85	105.6050	195,369.25	6,282.60-
139,999.9980	COMM 2012-CCRE4 MOR CR4 B 144A 3.703% 10/15/2045 DD 11/01/12	143,490.18	101.9650	142,751.00	739.18-
190,000.0000	CATERPILLAR FINANCIAL SERVICES 2.750% 06/24/2015 DD 06/24/10	198,179.50	104.7420	199,009.80	830.30
120,000.0000	CATERPILLAR FINANCIAL SERVICES 2.650% 04/01/2016 DD 04/01/11	124,954.80	105.0050	126,006.00	1,051.20
220,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	275,444.40	130.1450	286,319.00	10,874.60
115,000.0000	CISCO SYSTEMS INC 4.950% 02/15/2019 DD 02/17/09	135,185.95	118.3820	136,139.30	953.35
415,000.0000	COCA-COLA CO/THE 1.650% 03/14/2018 DD 03/14/12	427,130.45	102.4330	425,096.95	2,033.50-
110,000.0000	COMERICA INC 3.000% 09/16/2015 DD 09/16/10	112,368.30	105.5910	116,150.10	3,781.80



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125,000.0000	DELL INC 7.100% 04/15/2028 DD 04/15/98	156,983.75	120.3980	150,497.50	6,486.25-
95,000.0000	WALT DISNEY CO/THE 2.750% 08/16/2021 DD 08/22/11	96,748.00	104.4080	99,187.60	2,439.60
120,000.0000	ELECTRICITE DE FRANCE SA 144A 5.600% 01/27/2040 DD 01/26/10	121,460.40	114.9790	137,974.80	16,514.40
280,000.0000	EBAY INC 2.600% 07/15/2022 DD 07/24/12	284,261.60	101.0240	282,867.20	1,394.40-
105,000.0000	EMERSON ELECTRIC CO 5.125% 12/01/2016 DD 12/06/06	121,445.10	115.0920	120,846.60	598.50-
170,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	196,015.77	125.5700	213,469.00	17,453.23
70,000.0000	FLUOR CORP 3.375% 09/15/2021 DD 09/13/11	70,877.80	106.0290	74,220.30	3,342.50
190,000.0000	FORD CREDIT FLOORPLAN 2 D 144A 3.500% 01/15/2019 DD 02/15/12	189,929.23	103.5260	196,699.40	6,770.17
270,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	384,998.40	149.6870	404,154.90	19,156.50
120,000.0000	FRANCE TELECOM SA 4.125% 09/14/2021 DD 09/14/11	120,968.40	110.1940	132,232.80	11,264.40
300,000.0000	FRANKLIN RESOURCES INC 2.800% 09/15/2022 DD 09/24/12	302,136.00	101.2220	303,666.00	1,530.00
270,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.625% 05/01/2018 DD 04/21/08	307,613.70	118.7530	320,633.10	13,019.40



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<u>SHARES/ PAR VALUE</u>	<u>SECURITY DESCRIPTION</u>	<u>COST</u>	<u>PRICE</u>	<u>MARKET VALUE</u>	<u>UNREALIZED GAIN/LOSS</u>
265,000.0000	GENERAL ELECTRIC CAPITAL CORP 4.375% 09/16/2020 DD 09/16/10	284,728.35	111.6050	295,753.25	11,024.90
150,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	148,053.00	114.6030	171,904.50	23,851.50
145,000.0000	GOLDMAN SACHS GROUP INC/THE 3.700% 08/01/2015 DD 07/28/10	142,056.50	105.5390	153,031.55	10,975.05
245,000.0000	GOLDMAN SACHS GROUP INC/THE 6.150% 04/01/2018 DD 04/01/08	252,862.05	117.4770	287,818.65	34,956.60
305,000.0000	GOLDMAN SACHS GROUP INC/THE 3.625% 02/07/2016 DD 02/07/11	294,697.10	105.8520	322,848.60	28,151.50
175,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DD 05/27/08	181,256.25	127.8870	223,802.25	42,546.00
215,000.0000	INTERNATIONAL BUSINESS MACHINE 2.000% 01/05/2016 DD 12/09/10	220,529.80	103.3270	222,153.05	1,623.25
215,000.0000	JPMORGAN CHASE & CO 6.000% 01/15/2018 DD 12/20/07	242,062.05	119.7190	257,395.85	15,333.80
220,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	224,668.40	112.8840	248,344.80	23,676.40
135,000.0000	JPMORGAN CHASE & CO 4.250% 10/15/2020 DD 10/21/10	135,947.70	111.2130	150,137.55	14,189.85
120,000.0000	JP MORGAN CHASE COMM C1 B 144A 5.951% 06/15/2043 DD 06/01/10	143,287.50	119.5230	143,427.60	140.10
300,000.0000	SC JOHNSON & SON INC 144A 4.800% 09/01/2040 DD 08/30/10	324,510.00	110.7340	332,202.00	7,692.00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
100,000.0000	JPMORGAN CHASE & CO 5.400% 01/06/2042 DD 12/22/11	104,359.00	120.5100	120,510.00	16,151.00
110,000.0000	MEDTRONIC INC 2.625% 03/15/2016 DD 03/15/11	113,931.40	105.3770	115,914.70	1,983.30
120,000.0000	MORGAN STANLEY 5.750% 01/25/2021 DD 01/25/11	111,937.20	114.2040	137,044.80	25,107.60
50,000.0000	MORGAN STANLEY 5.500% 01/26/2020 DD 01/26/10	45,513.50	112.1790	56,089.50	10,576.00
150,000.0000	NATIONWIDE MUTUAL INSURAN 144A 9.375% 08/15/2039 DD 08/10/09	205,065.00	140.7080	211,062.00	5,997.00
265,000.0000	ORACLE CORP 6.500% 04/15/2038 DD 04/09/08	358,089.20	139.0520	368,487.80	10,398.60
175,000.0000	PACIFIC GAS & ELECTRIC CO 5.625% 11/30/2017 DD 12/04/07	207,082.75	120.7320	211,281.00	4,198.25
160,000.0000	PEPSI BOTTLING GROUP INC/THE 7.000% 03/01/2029 DD 03/08/99	220,043.20	143.6290	229,806.40	9,763.20
160,000.0000	PRIVATE EXPORT FUNDING CORP 4.300% 12/15/2021 DD 11/24/09	185,651.20	120.7790	193,246.40	7,595.20
110,000.0000	RAYTHEON CO 4.700% 12/15/2041 DD 12/06/11	112,970.00	113.1660	124,482.60	11,512.60
190,000.0000	ROCHE HOLDINGS INC 144A 6.000% 03/01/2019 DD 02/25/09	230,927.90	124.4790	236,510.10	5,582.20
170,000.0000	SIEMENS FINANCIERINGSMAATSCHAP 6.125% 08/17/2026 DD 08/16/06	206,368.10	131.4890	223,531.30	17,163.20



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
110,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.000% 01/15/2016 DD 01/19/05	125,290.00	112.1260	123,338.60	1,951.40-
135,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 4.500% 08/15/2041 DD 08/10/11	140,324.40	110.7660	149,534.10	9,209.70
170,000.0000	STATOIL ASA 3.125% 08/17/2017 DD 08/17/10	179,299.00	108.8370	185,022.90	5,723.90
280,000.0000	STATOIL ASA 5.250% 04/15/2019 DD 04/23/09	333,799.20	119.9070	335,739.60	1,940.40
325,000.0000	TEACHERS INSURANCE & ANNU 144A 6.850% 12/16/2039 DD 12/16/09	417,105.00	135.6280	440,791.00	23,686.00
165,000.0000	TOTAL CAPITAL SA 3.000% 06/24/2015 DD 06/24/10	174,388.50	105.6250	174,281.25	107.25-
210,000.0000	TOYOTA MOTOR CREDIT CORP 3.300% 01/12/2022 DD 01/12/12	209,857.20	107.8870	226,562.70	16,705.50
200,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	304,930.00	150.4360	300,872.00	4,058.00-
250,000.0000	VNO 2012-6AVE MORT 6AVE B 144A 3.298% 11/15/2030 DD 11/01/12	256,248.70	102.6860	256,715.00	466.30
185,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	225,811.80	126.3780	233,799.30	7,987.50
270,000.0000	VIRGINIA ELECTRIC AND POWER CO 6.350% 11/30/2037 DD 12/04/07	360,382.50	138.1370	372,969.90	12,587.40
160,000.0000	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	221,038.40	140.6200	224,992.00	3,953.60



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150,000.0000	WAL-MART STORES INC 4.250% 04/15/2021 DD 04/18/11	173,323.50	116.1330	174,199.50	876.00
205,000.0000	WYETH LLC 6.450% 02/01/2024 DD 12/16/03	271,477.40	135.7420	278,271.10	6,793.70
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		14,793,444.01		15,403,859.35	610,415.34
CORPORATE DEBT INSTRUMENTS					
280,000.0040	AMERICREDIT AUTOMOBILE REC 2 D 3.380% 04/09/2018 DD 04/19/12	279,969.12	103.5040	289,811.20	9,842.08
245,000.0000	AMGEN INC 6.900% 06/01/2038 DD 05/23/08	301,820.40	134.1780	328,736.10	26,915.70
200,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	190,550.00	116.3440	232,688.00	42,138.00
270,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	249,407.10	118.5630	320,120.10	70,713.00
135,000.0000	BANK OF AMERICA CORP 5.875% 01/05/2021 DD 12/21/10	128,497.05	119.7280	161,632.80	33,135.75
135,000.0000	BIOGEN IDEC INC 6.000% 03/01/2013 DD 03/04/08	141,945.75	100.8610	136,162.35	5,783.40
130,000.0000	CITIGROUP INC 6.125% 11/21/2017 DD 11/21/07	138,739.90	119.0160	154,720.80	15,980.90
125,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	153,041.25	149.7120	187,140.00	34,098.75
230,000.0000	COOPER US INC 2.375% 01/15/2016 DD 12/07/10	234,326.30	103.4410	237,914.30	3,588.00



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290,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 2.400% 03/15/2017 DD 03/08/12	289,727.40	102.4320	297,052.80	7,325.40
160,000.0000	DOMINION RESOURCES INC/VA 6.000% 11/30/2017 DD 12/04/07	188,753.60	120.6050	192,968.00	4,214.40
195,000.0000	DUN & BRADSTREET CORP/THE 2.875% 11/15/2015 DD 11/24/10	200,300.10	101.4430	197,813.85	2,486.25-
130,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	148,423.60	129.3250	168,122.50	19,698.90
89,000.0000	ENERGY TRANSFER PARTNERS LP 8.500% 04/15/2014 DD 04/07/09	99,785.02	108.7380	96,776.82	3,008.20-
100,000.0000	ENTERPRISE PRODUCTS OPERATING 3.200% 02/01/2016 DD 01/13/11	103,528.00	105.6640	105,664.00	2,136.00
270,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	328,992.30	116.2860	313,972.20	15,020.10-
220,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	237,837.60	123.5010	271,702.20	33,864.60
60,000.0000	HEALTH CARE REIT INC 3.625% 03/15/2016 DD 03/14/11	59,049.60	105.5970	63,358.20	4,308.60
141,477.8200	MARriott VACATION CL 1A B 144A 3.500% 05/20/2030 DD 06/28/12	141,467.83	100.4080	142,055.05	587.22
100,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	90,923.00	112.5010	112,501.00	21,578.00
210,000.0000	MORGAN STANLEY 5.375% 10/15/2015 DD 10/21/05	217,205.10	108.7180	228,307.80	11,102.70



BNY MELLON

TRDNVY NYYF10150102 5500

FINAL 093423

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 2 09:34:29 RUN DATE: 20-MAY-13

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NY F101501
NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	NBCUNIVERSAL MEDIA LLC 2.875% 04/01/2016 DD 04/01/11	122,341.20	105.4250	126,510.00	4,168.80
135,000.0000	NBCUNIVERSAL MEDIA LLC 4.375% 04/01/2021 DD 04/01/11	142,472.25	112.3340	151,650.90	9,178.65
280,000.0000	OMNICOM GROUP INC 3.625% 05/01/2022 DD 04/23/12	279,904.80	104.1720	291,681.60	11,776.80
215,000.0000	ONEOK INC 4.250% 02/01/2022 DD 01/26/12	229,925.30	108.6570	233,612.55	3,687.25
100,000.0000	POTASH CORP OF SASKATCHEWAN IN 3.250% 12/01/2017 DD 11/30/10	104,610.00	109.4170	109,417.00	4,807.00
172,317.2600	SVO 2010-A VOI MORTG AA B 144A 4.750% 07/20/2027 DD 08/26/10	177,857.63	103.2670	177,946.86	89.23
193,925.3300	SIERRA TIMESHARE 201 2A B 144A 3.420% 03/20/2029 DD 07/19/12	193,910.69	102.4560	198,688.14	4,777.45
265,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	317,721.75	123.4710	327,198.15	9,476.40
135,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	164,046.60	132.8680	179,371.80	15,325.20
170,000.0000	TIME WARNER CABLE INC 8.250% 02/14/2014 DD 11/18/08	191,617.20	108.3250	184,152.50	7,464.70-
280,000.0000	WELLPOINT INC 2.375% 02/15/2017 DD 08/15/11	279,154.40	103.5360	289,900.80	10,746.40
245,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	251,784.05	105.1760	257,681.20	5,897.15



BNY MELLON

TRDNVY NYYF10150102 5500

FINAL 093423

5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
REVALUED COST
31 DECEMBER 2012

2012-12-31 CYCLE 2 09:34:29 RUN DATE: 20-MAY-13

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NYF F101501
NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
140,000.0000	WELLS FARGO COMME LC5 D 144A VAR RT 10/15/2045 DD 09/01/12	120,577.66	90.2350	126,329.00	5,751.34
120,000.0000	* BANC OF AMERICA FU SD1 M1 144A VAR RT 04/25/2050 DD 05/01/11	119,400.00	97.4550	116,946.00	2,454.00
140,000.0000	* GS MORTGAGE SECURI ALOH C 144A VAR RT 04/10/2034 DD 05/01/12	140,298.09	104.4200	146,188.00	5,889.91
160,000.0000	* WF-RBS COMMERCIAL M C10 D 144A VAR RT 12/15/2045 DD 12/01/12	135,703.04	86.1860	137,897.60	2,194.56
TOTAL CORPORATE DEBT INSTRUMENTS		6,895,614.68		7,294,392.17	398,777.49
REGISTERED INVESTMENT COMPANIES					
195,364.3000	DREYFUS TRE PR CSH MGT INS 761 0.000% 12/31/2035 DD 04/09/97	195,364.30	100.0000	195,364.30	0.00
TOTAL REGISTERED INVESTMENT COMPANIES		195,364.30		195,364.30	0.00
GRAND TOTAL		33,369,103.64		34,171,645.57	802,541.93

Schedule H, Line 4j - Schedule of reportable transactions

For the year ended December 31, 2012

See attached schedule.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss	
Share Purchase	20,000,000.00	1,226,448.521	20,000,000.00		*
7 SERIES - Share Purchase	24,457,198.00	1,513,934.407	24,457,198.00		*
62 SERIES - Share Redemption	-3,783,203.01	-243,017.687	-2,647,110.78	1,136,092.23	*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Artisan International Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,092,426.00	-125,098.139	-2,275,625.08	816,800.92 *
64 SERIES - Share Redemption	-3,782,177.37	-156,553.381	-2,830,755.67	951,421.70 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Dodge & Cox Intl Stock Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,174,691.39	-91,122.026	-2,598,163.21	576,528.18 *
64 SERIES - Share Redemption	-3,666,878.14	-106,656.289	-3,033,755.47	633,122.67 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay Large Cap Growth I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,388,860.41	-298,010.597	-1,963,594.99	425,265.42

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay ICAP Select Equity I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,431,552.30	-63,339,652	-2,260,095.33	171,456.97

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Northern Multi Mgr Mid Cap

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,455,905.68	-206,181.322	-2,151,445.01	304,460.67

*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - PIMCO Money Market Inst

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	20,000,000.00	20,000,000.000	20,000,000.00	*
Share Purchase	10,719,470.13	10,719,470.130	10,719,470.13	*
2 SERIES - Share Purchase	30,719,470.13	30,719,470.130	30,719,470.13	*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Ryan Labs (Simp) BNY/Mellon

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	2,721,790.43	2,721,790.430	2,721,790.43	*
12 SERIES - Brokerage Earnings	2,458,546.71	0.000		*
12 SERIES - Share Purchase	8,091,426.60	8,091,426.600	8,091,426.60	*
64 SERIES - Share Redemption	-3,176,322.42	-3,176,322.420	-3,176,322.42	*

* Transaction is greater than 5% of the market value.

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

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

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

OMB No. 1210-0110

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

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

A Name of plan AMENDED AND RESTATED FIBERWEB RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF FIBERWEB, INC.		D Employer Identification Number (EIN) 57-0833773
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	45,383,051
b Actuarial value	2b	44,570,927
3 Funding target/participant count breakdown:		
		(1) Number of participants
a For retired participants and beneficiaries receiving payment.....	3a	545
b For terminated vested participants.....	3b	609
c For active participants:		(2) Funding Target
(1) Non-vested benefits	3c(1)	8,206
(2) Vested benefits	3c(2)	367,783
(3) Total active.....	3c(3)	14
d Total.....	3d	1,168
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☒		
a Funding target disregarding prescribed at-risk assumptions	4a	51,741,566
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b	53,273,459
5 Effective interest rate	5	7.00
6 Target normal cost.....	6	381,423

Statement by Enrolled Actuary

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

SIGN HERE	<u>Adrienne C. Williams</u> <i>ACW</i>	06/17/2013
Signature of actuary		Date
Adrienne Williams		11-07122
Type or print name of actuary		Most recent enrollment number
Aon Hewitt		(214) 289-2144
Firm name		Telephone number (including area code)
501 Corporate Center Drive		
Suite 300		
Franklin TN 37067		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.****Schedule SB (Form 5500) 2012
v. 120126**

Part II Beginning of Year Carryover Prefunding Balances		(a) Carryover balance	(b) Prefunding balance
7	Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	0	0
8	Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9	Amount remaining (line 7 minus line 8)	0	0
10	Interest on line 9 using prior year's actual return of <u>5.89</u> %		
11	Prior year's excess contributions to be added to prefunding balance:		
	a Present value of excess contributions (line 38a from prior year)		0
	b Interest on (a) using prior year's effective interest rate of <u>5.93</u> % except as otherwise provided (see instructions)		0
	c Total available at beginning of current plan year to add to prefunding balance		0
	d Portion of (c) to be added to prefunding balance		0
12	Other reductions in balances due to elections or deemed elections	0	0
13	Balance at beginning of current year (line 9 + line 10 + line 11d - line 12)	0	0

Part III Funding Percentages			
14	Funding target attainment percentage	14	86.14 %
15	Adjusted funding target attainment percentage	15	86.14 %
16	Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	70.70 %
17	If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
01/30/2012	500				
04/13/2012	552,081				
09/21/2012	1,328,224				
10/12/2012	615,429				
12/13/2012	20,000,000				
			Totals ▶	18(b)	18(c)
				22,496,234	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

a Contributions allocated toward unpaid minimum required contributions from prior years	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	497
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	21,141,731

20 Quarterly contributions and liquidity shortfalls:

a Did the plan have a "funding shortfall" for the prior year? ☒ Yes ☐ No

b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☒ No

c If line 20a is "Yes," see instructions and complete the following table as applicable:

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

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 5.54 %	2nd segment: 6.85 %	3rd segment: 7.52 %
			☐ N/A, full yield curve used
b Applicable month (enter code).....			21b 0
22 Weighted average retirement age			22 62
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....		31a	381,423
b Excess assets, if applicable, but not greater than line 31a		31b	0
32 Amortization installments:		Outstanding Balance	Installment
a Net shortfall amortization installment		7,477,018	2,347,034
b Waiver amortization installment		0	0
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	0
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	2,728,457
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	2,728,457
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....		37	21,141,731
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	18,413,274
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, line 4—Additional Information for Plans in At-Risk Status

The at-risk assumption for payment form is single life annuity, the optional payment form that results in the highest present value.

Schedule SB, line 19—Discounted Employer Contributions

Year applied for contributions: 2012

Date	Amount	Interest Rate	Discount Period	Late Contribution		Discount Period	Interest Adjusted Contribution
				Interest Rate			
January 30, 2012	\$ 500	7.00%	1/1/2012 to 1/30/2012	N/A		N/A	\$ 497
April 13, 2012	552,081	7.00%	1/1/2012 to 4/13/2012	N/A		N/A	541,669
September 21, 2012	61,822	7.00%	1/1/2012 to 4/15/2012	12.00%	4/15/2012 to 9/21/2012		57,721
September 21, 2012	613,903	7.00%	1/1/2012 to 7/15/2012	12.00%	7/15/2012 to 9/21/2012		579,722
September 21, 2012	652,499	7.00%	1/1/2012 to 9/21/2012	N/A		N/A	621,420
October 12, 2012	615,429	7.00%	1/1/2012 to 10/12/2012	N/A		N/A	583,844
December 13, 2012	20,000,000	7.00%	1/1/2012 to 12/13/2012	N/A		N/A	18,757,355
Total Contribution	\$ 22,496,234						\$ 21,142,228

Schedule SB, line 22—Description of Weighted Average Retirement Age

The average retirement age shown in line 22 has been calculated by assuming the following retirement rates and no decrements other than retirement for this calculation. All retirements are assumed to occur at beginning of year.

(a) Age	(b) Rate	(c) Weight	(d) Product (a) × (b) × (c)
55	5.00%	1.0000	2.75
56	5.00%	0.9500	2.66
57	5.00%	0.9025	2.57
58	5.00%	0.8574	2.49
59	5.00%	0.8145	2.40
60	10.00%	0.7738	4.64
61	10.00%	0.6964	4.25
62	30.00%	0.6268	11.66
63	20.00%	0.4387	5.53
64	20.00%	0.3510	4.49
65	100.00%	0.2808	18.25
Weighted Average			61.69

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with no lookback (as of January 2012), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.98%
2nd Segment Rate	5.07%
3rd Segment Rate	6.19%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 65
At-Risk Assumptions	For at-risk calculations, participants who are eligible to retire within the next 10 years are assumed to retire immediately upon eligibility.
Mortality Rates	
Healthy and Disabled	Generational Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	None
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 90% of males and 90% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$200,000

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2010 Plan Year

6.76%

2011 Plan Year

6.46%

Trust Expenses Included in Target Normal Cost

Equal to prior years expenses (\$381,423 for 2012 assumptions)

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 1

Retirement Rates

Age	Rate
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	30.00%
63	20.00%
64	20.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
19	0.0000%	49	14.2014%
20	29.8152%	50	12.6744%
21	29.6694%	51	11.0472%
22	29.5194%	52	9.3684%
23	29.3634%	53	7.6986%
24	29.1996%	54	6.1044%
25	29.0226%	55	4.6464%
26	28.8342%	56	3.3744%
27	28.6314%	57	2.3154%
28	28.4112%	58	1.4820%
29	28.1718%	59	0.8640%
30	27.9096%	60	0.4398%
31	27.6198%	61	0.1782%
32	27.3000%	62	0.0456%
33	26.9460%	63+	0.0000%
34	26.5536%		
35	26.1186%		
36	25.6398%		
37	25.1154%		
38	24.5448%		
39	23.9268%		
40	23.2632%		
41	22.5456%		
42	21.7668%		
43	20.9280%		
44	20.0274%		
45	19.0620%		
46	18.0162%		
47	16.8684%		
48	15.6000%		

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, Part V—Summary of Plan Provisions

General Information

Original Effective Date April 4, 1990

Plan Year January 1 to December 31

Employer Fiscal Year January 1 to December 31

Plan Administrator Fiberweb, Inc.

Eligibility Requirements To be eligible for plan participation, an employee must have attained 21 and completed one year of service. No new participants will enter the plan after April 2, 2004.

Plan Entry Dates An eligible employee will participate in the plan on the January 1 or July 1 immediately following completion of the age and service requirements.

Service Service shall equal total years of service with the employer. A year of service is credited for each plan year in which an employee works 1,000 hours. Prior Veratec participants will be credited with years and months of service from August 1, 1998 through December 31, 1999.

A break in service occurs at the start of any plan year in which the employee works less than 501 hours for the Employer in such year. Service will not be interrupted by:

- a. A leave of absence not in excess of one year granted by the employer;
- b. A period of service in the Armed Forces of the United States under which employment rights are granted; or
- c. A period of disability during which the participant is being paid directly or indirectly by the employer.

An employee will be given credit for his pre-break service if either of the following occurs:

- a. The employee had a vested interest in his accrued benefit at the time of his break in service; or

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

- b. The employee's period of absence was less than the greater of his pre-break service or five years.

Average Compensation

Average compensation is the highest consecutive 60 months of compensation after December 31, 1988 and prior to April 2, 2004.

Vesting

All participants shall be vested based upon a 5-year cliff vesting schedule.

All active employees are 100% vested as of April 2, 2004.

Normal Retirement
Eligibility

The normal retirement date for each participant is the attainment of age 65 and five years of plan participation.

Benefit

A monthly retirement benefit equal to the sum of 1.05% of his average monthly compensation plus 0.65% of his Average Monthly Compensation in excess of the 2003 Covered Compensation (Table II) times years of service, not to exceed 35.

The minimum benefit is the accrued benefit under the prior plans.

For former participants of the Fiberweb North America Retirement Plan for Hourly Employees at Simpsonville, the accrued benefit as of December 31, 1991 shall be added to the benefit calculated above based on service after December 31, 1991.

For prior Veratec participants, the accrued benefit as of July 31, 1998 shall be added to the benefit calculated above based on service after July 31, 1998.

No service shall be credited after April 2, 2004, except non-highly compensated employees who have met the requirements for early retirement as of April 2, 2004 shall be credited with an additional three years, not to exceed 35 years.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Accrued Benefit	The monthly accrued benefit, with respect to the formula above, as of any date.
Delayed Retirement	A participant may continue in employment after his normal retirement age and will accrue benefits until the late retirement date, but not after April 2, 2004.
Early Retirement	<p>A participant's optional early retirement date shall be upon the attainment of age 55 and 10 years of service. If the payment date precedes the normal retirement date, the benefit shall be reduced by 1/15 for each of the first five years early and 1/30 for each of the next five years.</p> <p>The accrued benefit as of December 31, 1999 for prior Veratec participants shall be reduced for early retirement according to the provisions of their prior plan.</p> <p>Effective December 30, 2011 employees who are terminated from Fiberweb Inc. and become employees of FitesaFiberweb Inc. as a result of the sale of the Hygiene business are deemed to have met the service requirement for early retirement eligibility.</p>
Preretirement Death Benefit	<p>If a vested participant should die prior to retirement, his spouse shall be entitled to the vested accrued benefit as of the date of death, but payable as if the participant had elected payment to begin on his earliest retirement date in the form of a Joint and 50% Survivor benefit.</p> <p>In no event shall a participant receive less than the employee contributions with interest.</p>
Methods of Payments	<p>The normal form of retirement benefit payable to a retired participant is a straight life annuity. If the participant is married, the pension is paid as an actuarial equivalent Joint and 50% Survivor benefit unless the participant and his spouse elect otherwise.</p> <p>Other than the normal form of payment, a participant may elect to receive an annuity under one of the following actuarially equivalent optional modes:</p> <p>a. Former Simpsonville and Washougal participants may elect to receive one of the following:</p>

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

- (1) A reduced benefit is paid to the participant for life, with 120 or 240 monthly payments guaranteed. If the participant dies within the guarantee period, the payments continue to be paid to a beneficiary until the balance of payments has been paid.
 - (2) A reduced benefit is paid to the participant for life, with such benefit (50% or 100% of such benefit thereof) continued after death for the subsequent lifetime of the surviving spouse.
 - (3) A lump sum payment of the actuarial equivalence of the participant's retirement benefit if the lump sum does not exceed \$10,000.
- b. A former International Paper participant may elect to receive one of the following:
- (1) A reduced benefit is paid to the participant for life, with 60, 120, 180 or 240 monthly payments guaranteed. If the participant dies within the guarantee period, the payments continue to be paid to a beneficiary until the balance of payments has been paid.
 - (2) A reduced benefit is paid to the participant for life, with such benefit (50%, 75% or 100% of such benefit thereof) continued after death for the subsequent lifetime of the surviving spouse.
 - (3) An increased benefit is paid to the participant prior to age 62, with such benefit being reduced at age 62 to reflect the Social Security income for the life of the participant, or for the life of the participant with reduction by 50% after death for the subsequent lifetime of the surviving spouse.
 - (4) A lump sum payment of the actuarial equivalence of the participant's retirement benefit. The lump sum may not exceed \$10,000 unless the participant was a nonunion hourly employee.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Contributions

No employee contributions are required after December 31, 1991. All participants are 100% vested in their employee contributions with interest.

Amendments

The employer reserves the right to amend or terminate the plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the plan if the employer fails to meet the minimum funding standards, or is unable to pay benefits when due. If the plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Changes Since the Prior Year

The funding, financial accounting, and plan reporting valuations reflect a plan change for Early Retirement eligibility as described in this section.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The plan's enrolled actuary has changed from Andre Stuart (Enrolled Actuary No. 11-07057) to Adrienne Williams (Enrolled Actuary No. 11-07122).

The plan sponsor's EIN has changed to 57-0833773 from 62-1421309.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
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Schedule SB, line 26—Schedule of Active Participant Data as of January 1, 2012

Number of Participants and Average Compensation

Attained Age	Years of Credited Service									
	<1	1-4	5-9	10-14	15-19	20-24	25-29	30-34	35-39	40+
<25										
25-29										
30-34										
35-39										
40-44				1						
45-49				3	1					
50-54			1	2			1			
55-59				2						
60-64				2						
65-69				1						
70+										

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Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$3,964,453	January 1, 2008	3	\$1,393,344
Shortfall	\$393,738	January 1, 2009	4	\$106,533
Shortfall	\$3,738,934	January 1, 2010	5	\$830,520
Shortfall	\$5,578,460	January 1, 2011	6	\$1,068,686
Shortfall	(\$6,198,567)	January 1, 2012	7	(\$1,052,049)

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
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Schedule SB, line 4—Additional Information for Plans in At-Risk Status

The at-risk assumption for payment form is single life annuity, the optional payment form that results in the highest present value.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
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Schedule SB, Part V—Summary of Plan Provisions

General Information

Original Effective Date	April 4, 1990
Plan Year	January 1 to December 31
Employer Fiscal Year	January 1 to December 31
Plan Administrator	Fiberweb, Inc.

Eligibility Requirements

To be eligible for plan participation, an employee must have attained 21 and completed one year of service. No new participants will enter the plan after April 2, 2004.

Plan Entry Dates

An eligible employee will participate in the plan on the January 1 or July 1 immediately following completion of the age and service requirements.

Service

Service shall equal total years of service with the employer. A year of service is credited for each plan year in which an employee works 1,000 hours. Prior Veratec participants will be credited with years and months of service from August 1, 1998 through December 31, 1999.

A break in service occurs at the start of any plan year in which the employee works less than 501 hours for the Employer in such year. Service will not be interrupted by:

- a. A leave of absence not in excess of one year granted by the employer;
- b. A period of service in the Armed Forces of the United States under which employment rights are granted; or
- c. A period of disability during which the participant is being paid directly or indirectly by the employer.

An employee will be given credit for his pre-break service if either of the following occurs:

- a. The employee had a vested interest in his accrued benefit at the time of his break in service; or

Schedule SB Attachment (Form 5500)—2012 Plan Year
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- b. The employee's period of absence was less than the greater of his pre-break service or five years.

Average Compensation

Average compensation is the highest consecutive 60 months of compensation after December 31, 1988 and prior to April 2, 2004.

Vesting

All participants shall be vested based upon a 5-year cliff vesting schedule.

All active employees are 100% vested as of April 2, 2004.

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Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

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The employer reserves the right to amend or terminate the plan at any time. Generally, the Pension Benefit Guaranty Corporation reserves the right to terminate the plan if the employer fails to meet the minimum funding standards, or is unable to pay benefits when due. If the plan is terminated, the plan assets will be distributed among the plan participants based upon a priority allocation procedure and the employer shall be liable for any unfunded vested benefits to the extent required by law.

Plan Changes Since the Prior Year

The funding, financial accounting, and plan reporting valuations reflect a plan change for Early Retirement eligibility as described in this section.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Other Information to Fully and Fairly Disclose the Actuarial Position of the Plan

Due to software limitations with the electronic filing process, information filed electronically cannot be controlled by the Enrolled Actuary. The values on the signed Schedule SB will govern to the extent there are any differences in the entries filed electronically and the actual data contained on the signed Schedule SB.

The plan's enrolled actuary has changed from Andre Stuart (Enrolled Actuary No. 11-07057) to Adrienne Williams (Enrolled Actuary No. 11-07122).

The plan sponsor's EIN has changed to 57-0833773 from 62-1421309.

Financial Statements and Report of Independent
Certified Public Accountants

Amended and Restated Fiberweb Retirement Plan

December 31, 2012 and 2011

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REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Investment Committee of the
Amended and Restated Fiberweb Retirement Plan:

Report on the financial statements

We were engaged to audit the accompanying financial statements of the **Amended and Restated Fiberweb Retirement Plan** (the 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 ended December 31, 2012 and 2011, and the related notes to the financial statements.

Management's responsibility for the financial statements

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.

Auditor's responsibility

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 Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for disclaimer of opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the certified information described in Note 3, except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the certifying entity meets the requirements of 29 CFR 2520.103-8. The Plan administrator obtained a certification from this entity as of December 31, 2012 and 2011, and for the years ended December 31, 2012 and 2011, stating that the certified information provided to the Plan administrator is complete and accurate.

Disclaimer of opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion 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.

Supplementary information

The supplemental schedules of assets (held at end of year) as of December 31, 2012 and reportable transactions for the year ended December 31, 2012 are presented for purposes of additional analysis and are not a required part of the financial statements, but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedules.

Report on form and content in compliance with DOL rules and regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the certified information described in Note 3, 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.

Grant Thornton LLP

Columbia, South Carolina
August 2, 2013

Statements of net assets available for benefits

December 31	2012	2011
	\$	\$
Assets:		
Non-interest bearing cash	274,807	266,165
Investments, at fair value:		
Money market funds	30,756,280	597,276
Mutual funds	4,118,253	16,110,623
Bonds	33,976,282	26,481,179
Total investments	68,850,815	43,189,078
Employer contributions receivable	-	1,982,251
Accrued income receivable	280,460	-
Net assets available for benefits	69,406,082	45,437,494

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

Statements of changes in net assets available for benefits

For the years ended December 31	2012	2011
	\$	\$
Additions:		
Interest and dividend income	323,812	354,634
Net gain from investment activity	4,944,390	2,066,029
Employer contributions	22,477,197	3,944,910
Total additions	27,745,399	6,365,573
Deductions:		
Benefits paid to participants	3,531,683	3,411,640
Administrative expenses	245,128	381,423
Total deductions	3,776,811	3,793,063
Net increase in net assets available for benefits	23,968,588	2,572,510
Net assets available for benefits, beginning of year	45,437,494	42,864,984
Net assets available for benefits, end of year	69,406,082	45,437,494

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

Notes to financial statements

1 Description of the Plan

The following description of the Amended and Restated Fiberweb Retirement Plan (the Plan) is provided for general informational purposes only. Participants should refer to the plan document for a more complete description of the Plan's provisions.

As of November 17, 2006, the plan document was amended and restated in its entirety to define the "Employer" of the Plan to mean Fiberweb Simpsonville, Inc. Effective July 31, 2009, the plan document was amended to include Fiberweb Newco 2, Inc. (FitesaFiberweb) as a participating employer. For the plan year ended December 31, 2009 and thereafter, Fiberweb Simpsonville, Inc. and FitesaFiberweb are defined as the "Employers" of the Plan.

Effective April 2, 2004, the Plan's management approved an amendment to freeze plan operations. This amendment resulted in a cessation of benefit accruals under the Plan, and no additional participants are allowed to enter or re-enter the Plan as of the effective date.

Effective January 1, 2012, the Plan was amended to make Fiberweb, Inc. the Plan Sponsor and Employer of the Plan.

The Plan is a noncontributory, defined-benefit plan that provides pension, disability and death benefits to eligible salaried or similarly compensated employees of the Employers, hourly employees of the Simpsonville plant and any other employees covered by an agreement that provides participation in the Plan. A participant becomes 100% vested in his or her accrued retirement benefit after five years of service.

The Employers make contributions to the Plan in order to fund the normal cost and amortization of prior service cost, based on actuarial determinations. The Plan has met the Employee Retirement Income Security Act of 1974 (ERISA) minimum funding requirements for the years ended December 31, 2012 and 2011.

On December 13, 2012, the Plan Sponsor made a contribution of \$20,000,000 in excess of the minimum funding requirements. The Plan Sponsor has made this excess contribution in order to improve the funded status of the Plan, and intends to use the contribution to pre-fund future minimum funding requirements as defined by ERISA.

The Plan generally provides for normal retirement at age 65; however, at the request of the Employers, a participant may remain in the employment of the Employers after his or her normal retirement date, thereby deferring his or her retirement benefits. The Plan also provides for early retirement at age 55 if a participant has completed at least ten years of service.

The Plan provides for payments of retirement, disability and death benefits to participants or beneficiaries under various payment options. The determination of benefit payments depends primarily on average earnings and years of service by an employee, as outlined in the plan document.

2 Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements have been prepared on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the plan administrator to make estimates and assumptions that affect the reported amounts of net assets available for benefits and the reported change in net assets available for benefits during the reporting periods. Actual results could differ from those estimates.

Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability, and
- Inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full-term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

The valuation methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while plan management 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.

Valuation of Investments

The Plan’s investments are stated at fair value as determined by the trustee. Quoted market prices are used by the trustee to value investments. Shares of mutual funds are valued at the net asset value of shares held by the Plan at year-end. Investments in the money market fund are valued based on quoted market prices in an active market. Mutual fund assets are redeemable securities, which permit the shareholder to present, redeem and receive a proportionate share of the current value of the fund’s assets during normal trade hours. Investments in bonds are valued based on quoted market prices for similar assets in active markets.

Net gain (loss) from investment activity is comprised of realized, as well as unrealized, gains or losses resulting from investment transactions. Realized gains and losses represent the difference between sales proceeds of plan investments and the fair market value of such investments at the beginning of the year, or cost if such investments were purchased during the current year. Unrealized gains and losses represent the difference between the fair market value of investments at the beginning of the year, or cost if such investments were purchased during the year, and the fair market value at the end of the reporting period.

Changes in economic conditions or valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the years ended December 31, 2012 and 2011, there were no transfers in or out of Levels 1, 2 or 3.

Income Recognition

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded as earned on the accrual basis. Dividends are recorded on the ex-dividend date.

Non-interest Bearing Cash

The Plan's trustee places temporary cash with high credit quality financial institutions. At times such investments may be in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit.

Administrative Expenses

The majority of administrative expenses are paid by the Plan, as provided in the plan document.

Risks and Uncertainties

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

Plan contributions are made and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Benefits Paid to Participants

Benefits are recorded when paid.

3 Information Certified by the Trustee

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, the trustee has certified that the following data included in the accompanying financial statements is complete and accurate:

- Non-interest bearing cash, investments and accrued income receivable, as shown in the statements of net assets available for benefits as of December 31, 2012 and 2011
- Interest and dividend income and net gain from investment activity, as shown in the statements of changes in net assets available for benefits for the years ended December 31, 2012 and 2011
- Schedule H, Line 4i - Schedule of assets (held at end of year) as of December 31, 2012
- Schedule H, Line 4j - Schedule of reportable transactions for the year ended December 31, 2012

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements.

4 Investments

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value, as of December 31, 2012:

As of December 31, 2012	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	30,756,280	-	-	30,756,280
Mutual funds:				
Large-cap blend	4,118,253	-	-	4,118,253
Bonds:				
U.S. Government securities	-	11,278,031	-	11,278,031
Corporate debt instruments - Preferred - Large-cap	-	15,403,859	-	15,403,859
Corporate debt instruments - Large-cap	-	7,294,392	-	7,294,392
Total investments at fair value	34,874,533	33,976,282	-	68,850,815

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

As of December 31, 2011	Investments at Fair Value			Total
	Level 1	Level 2	Level 3	
	\$	\$	\$	\$
Money market funds	597,276	-	-	597,276
Mutual funds:				
Large-cap blend	6,932,261	-	-	6,932,261
Large-cap value	6,318,730	-	-	6,318,730
Mid-cap growth	1,899,808	-	-	1,899,808
Small-cap growth	959,824	-	-	959,824
Bonds:				
U.S. Government securities	-	3,133,948	-	3,133,948
Corporate debt instruments - Preferred - Large-cap	-	16,158,511	-	16,158,511
Corporate debt instruments - Large-cap	-	7,188,720	-	7,188,720
Total investments at fair value	16,707,899	26,481,179	-	43,189,078

The Plan's investment strategy related to its investments in mutual funds is to primarily maintain a large-cap focus. The Plan's investment in U.S. Government securities includes both government treasury bonds and government agency bonds, as detailed in the supplemental schedule, which are measured using a mix of Level 1 and Level 2 inputs. As the Level 2 inputs are significant to the fair value measurement, the investments are reported as Level 2 in the table above. The Plan's investments in domestic corporate debt instruments focus on fixed-income strategies that match the duration of the Plan's liabilities. The majority of these instruments are large-cap debt instruments allocated over a variety of industries, with no one industry comprising over 25% of the allocation. A money market fund balance of \$30,756,280 was held at December 31, 2012 to protect the Plan against uncertainty over the U.S. fiscal cliff. This balance was reallocated back into bonds and mutual funds in accordance with the investment strategy during the first quarter of 2013.

Investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2012 and 2011, are as follows:

	2012	2011
	\$	\$
PIMCO Money Market Inst	30,560,916	*
Vanguard 500 Index (Signal)	4,118,253	4,190,139
Dodge & Cox International Stock Fund	*	2,612,288
Artisan International Fund	*	2,742,122

* The fair market value of these investments did not represent 5% or more of the fair market value of the plan assets as of the balance sheet date.

The net gain (loss) from investment activity for the plan years ended December 31, 2012 and 2011, resulted from the following types of investments:

	2012	2011
	\$	\$
Mutual funds	525,085	(644,805)
Bonds	4,419,305	2,710,834
	4,944,390	2,066,029

5 Accumulated Plan Benefits

Accumulated plan benefits represent the estimated future periodic payments, including lump-sum distributions, under the Plan's provisions that are attributable to the services rendered by the employees through the valuation date. Accumulated plan benefits include benefits expected to be paid to the following: (a) retired or terminated employees or their beneficiaries, (b) present employees or their beneficiaries and (c) designated beneficiaries of deceased employees. In 2010, the Plan changed presentation of actuarial present value of accumulated plan benefits from end-of-period reporting to beginning-of-period reporting. Actuarial computations were made by the Plan's actuary using the traditional unit credit actuarial cost method and are based on the following assumptions at December 31, 2011 and 2010:

Mortality basis	RP-2008 Generational Mortality Table
Retirement	Age 65, adjusted for early retirement
Rate of return	6.00 %

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

The actuarial present value of accumulated plan benefits as of December 31, 2011 and 2010 was as follows:

	2011	2010
	\$	\$
Vested benefits:		
Participants currently receiving payments	34,634,680	34,688,972
Participants entitled to deferred benefits	23,081,826	23,119,017
	57,716,506	57,807,989
Nonvested benefits	2,094	17,229
Total actuarial present value of accumulated plan benefits	57,718,600	57,825,218

The change in the actuarial present value of accumulated plan benefits for the years ended December 31, 2011 and 2010, consisted of the following:

For the years ended December 31	2011	2010
	\$	\$
Actuarial present value of accumulated plan benefits, beginning of year	57,825,218	57,645,977
Increase (decrease) attributable to:		
Decrease in discount period	3,369,249	3,361,925
Benefits paid	(3,411,640)	(3,275,490)
Additional benefits earned, including experience gains and losses	(64,227)	92,806
Actuarial present value of accumulated plan benefits, end of year	57,718,600	57,825,218

6 Federal Income Tax Status

The Internal Revenue Service (IRS) issued a determination letter dated November 24, 2010, stating that the Plan and related trust were designed to be tax exempt in accordance with the applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan was qualified, the related trust was tax exempt and the Plan was operating in accordance with the IRC.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012 and 2011, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations prior to 2009.

7 Plan Termination

While it has not expressed any intention to do so, the Employers have the right, as presented in the plan document, to terminate the Plan subject to the provisions set forth in ERISA. In the event of termination, the net assets of the Plan shall be allocated in accordance with provisions as outlined in the plan document. Any balance remaining after satisfaction of all liabilities of the Plan shall be returned to the Employers. Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal-age retirement benefits, early retirement benefits and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan and the amount of benefit protection are subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling, which is adjusted periodically, on the maximum amount of an individual's monthly benefit that the PBGC guarantees. For terminations occurring during 2012, this ceiling was \$4,653 per month. Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the plan sponsor and the level of benefits guaranteed by the PBGC.

8 Party-in-Interest Transactions

The Plan's non-interest bearing cash is held by New York Life Investment Management and certain plan investments are shares of mutual funds managed by New York Life Investment Management, an affiliate of New York Life Trust Company (NYL). NYL is the trustee as defined by the Plan and, therefore, transactions in investments managed by the NYL and its affiliates qualify as party-in-interest transactions.

During the years ended December 31, 2012 and 2011, the Employers provided the Plan with certain accounting and administrative services for which no fees were charged.

9 Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 and 2011 and the changes in net assets available for benefits for the year ended December 31, 2012, to the financial information reported in the Plan's Form 5500 filing:

							December 31, 2012	December 31, 2011
	Money Market Funds	Mutual Funds	Bonds	Interest and Dividend Income	Net Gain from Investment Activity	Administrative Expenses	Net Assets Available for Benefits	Net Assets Available for Benefits
	\$	\$		\$	\$	\$	\$	\$
Per financial statements	30,756,280	4,118,253	33,976,282	323,812	4,944,390	245,128	69,406,082	45,437,494
Reclassifications	(195,364)	195,364	(1)	860,505	(843,968)	16,538	(1)	-
Per Form 5500	30,560,916	4,313,617	33,976,281	1,184,317	4,100,422	261,666	69,406,081	45,437,494

10 Subsequent Events

The Plan has evaluated its activity subsequent to December 31, 2012, through August 2, 2013, the date the financial statements were available to be issued, and has determined that it does not have any material subsequent events that require adjustment to or disclosure in these financial statements.

Schedule H, Line 4i - Schedule of assets (held at end of year)

December 31, 2012

(a)	(b)	(c)	(d)	(e)
Identity of Issuer, Borrower, Lessor or Similar Party	Description of Asset	Cost	Current Value	
		\$	\$	
Mutual funds:				
Vanguard	500 Index (Signal)	2,908,002	4,118,253	
Money Market Fund:				
PIMCO Money Market Inst	Money Market Fund	30,560,916	30,560,916	
Non-interest bearing cash:				
* New York Life	Non-interest bearing cash	274,807	274,807	
Total assets held on following pages	Various	33,369,104	34,171,646	
		67,112,829	69,125,622	

*Represents party-in-interest to the Plan



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
U. S. GOVERNMENT SECURITIES					
145,000.0000	TENNESSEE VALLEY AUTH BD 5.250% 09/15/2039 DD 09/15/09	185,093.95	131.5720	190,779.40	5,685.45
575,000.0000	U S TREASURY BOND 4.625% 02/15/2040 DD 02/15/10	781,191.41	135.1090	776,876.75	4,314.66-
650,000.0000	U S TREASURY BOND 4.375% 05/15/2041 DD 05/15/11	851,626.95	130.2810	846,826.50	4,800.45-
170,000.0000	U S TREASURY BOND 3.000% 05/15/2042 DD 05/15/12	175,747.58	101.8750	173,187.50	2,560.08-
400,000.0000	U S TREASURY BOND 2.750% 11/15/2042 DD 11/15/12	389,109.38	96.3440	385,376.00	3,733.38-
190,000.0000	U S TREASURY NOTE 1.625% 11/15/2022 DD 11/15/12	189,933.20	98.9060	187,921.40	2,011.80-
750,000.0000	U S TREASURY NOTE 0.250% 11/30/2014 DD 11/30/12	749,912.11	100.0040	750,030.00	117.89
645,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2024 DD 02/15/95	470,553.31	77.6940	501,126.30	30,572.99
300,000.0000	GNMA GTD REMIC P/T 12-19 D VAR RT 01/16/2050 DD 02/01/12	302,034.78	103.4160	310,248.00	8,213.22
150,000.0000	GNMA GTD REMIC P/T 12-33 D VAR RT 11/16/2050 DD 03/01/12	151,312.50	102.3800	153,570.00	2,257.50
150,000.0000	GNMA GTD REMIC P/T 12-44 C VAR RT 07/16/2046 DD 04/01/12	151,500.00	106.4770	159,715.50	8,215.50



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
845,000.0000	U S TREASURY BOND 2.750% 08/15/2042 DD 08/15/12	823,869.53	96.5630	815,957.35	7,912.18-
335,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2035 DD 08/15/07	175,097.80	51.5080	172,551.80	2,546.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2038 DD 02/15/08	486,470.00	46.6020	466,020.00	20,450.00-
1,200,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2032 DD 02/15/06	724,884.00	58.1210	697,452.00	27,432.00-
625,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2033 DD 02/15/06	363,925.00	56.0260	350,162.50	13,762.50-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2034 DD 02/15/06	560,100.00	54.0070	540,070.00	20,030.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2035 DD 02/15/06	539,350.00	51.9880	519,880.00	19,470.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2036 DD 02/15/06	522,460.00	50.3520	503,520.00	18,940.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2037 DD 02/15/07	504,120.00	48.4410	484,410.00	19,710.00-
325,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2034 DD 08/15/07	176,107.75	53.5190	173,936.75	2,171.00-
1,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2039 DD 02/17/09	468,610.00	44.8530	448,530.00	20,080.00-
2,000,000.0000	U S TREASURY NT CPN STRIP 0.000% 02/15/2040 DD 02/16/10	903,580.00	43.1730	863,460.00	40,120.00-



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
830,000.0000	U S TREASURY NT CPN STRIP 0.000% 05/15/2041 DD 05/16/11	347,919.40	41.3140	342,906.20	5,013.20-
1,180,000.0000	U S TREASURY NT CPN STRIP 0.000% 08/15/2042 DD 08/15/12	490,172.00	39.2810	463,515.80	26,656.20-
TOTAL U. S. GOVERNMENT SECURITIES		11,484,680.65		11,278,029.75	206,650.90-
CORPORATE DEBT INSTRUMENTS - PREFERRED					
197,000.0000	AT&T INC 144A 4.350% 06/15/2045 DD 12/17/12	192,961.13	100.4500	197,886.50	4,925.37
200,000.0000	AMERICA MOVIL SAB DE CV 6.125% 03/30/2040 DD 03/30/10	237,792.00	131.5640	263,128.00	25,336.00
155,000.0000	AMERICA MOVIL SAB DE CV 2.375% 09/08/2016 DD 09/08/11	158,059.70	103.9380	161,103.90	3,044.20
215,000.0000	APPLIED MATERIALS INC 5.850% 06/15/2041 DD 06/08/11	245,039.80	122.0180	262,338.70	17,298.90
140,000.0000	BP CAPITAL MARKETS PLC 3.125% 10/01/2015 DD 10/01/10	148,027.60	106.1550	148,617.00	589.40
110,000.0000	BP CAPITAL MARKETS PLC 2.248% 11/01/2016 DD 11/01/11	110,701.80	104.0380	114,441.80	3,740.00
135,000.0000	CR BARD INC 4.400% 01/15/2021 DD 12/20/10	154,653.30	113.8590	153,709.65	943.65-
175,000.0000	BAXTER INTERNATIONAL INC 1.850% 01/15/2017 DD 12/19/11	176,359.75	103.0470	180,332.25	3,972.50
115,000.0000	BEAR STEARNS COS LLC/THE 7.250% 02/01/2018 DD 02/01/08	134,820.25	125.3040	144,099.60	9,279.35



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
275,000.0000	BERKSHIRE HATHAWAY FINANCE COR 4.250% 01/15/2021 DD 01/11/11	299,673.00	114.7340	315,518.50	15,845.50
225,000.0000	BERKSHIRE HATHAWAY INC 3.200% 02/11/2015 DD 02/11/10	238,536.00	105.2780	236,875.50	1,660.50-
235,000.0000	BRISTOL-MYERS SQUIBB CO 5.875% 11/15/2036 DD 11/20/06	309,591.35	129.1290	303,453.15	6,138.20-
300,000.0000	CDP FINANCIAL INC 144A 4.400% 11/25/2019 DD 11/25/09	325,512.00	115.0630	345,189.00	19,677.00
185,000.0000	CME GROUP INC/IL 5.750% 02/15/2014 DD 02/09/09	201,651.85	105.6050	195,369.25	6,282.60-
139,999.9980	COMM 2012-CCRE4 MOR CR4 B 144A 3.703% 10/15/2045 DD 11/01/12	143,490.18	101.9650	142,751.00	739.18-
190,000.0000	CATERPILLAR FINANCIAL SERVICES 2.750% 06/24/2015 DD 06/24/10	198,179.50	104.7420	199,009.80	830.30
120,000.0000	CATERPILLAR FINANCIAL SERVICES 2.650% 04/01/2016 DD 04/01/11	124,954.80	105.0050	126,006.00	1,051.20
220,000.0000	CISCO SYSTEMS INC 5.900% 02/15/2039 DD 02/17/09	275,444.40	130.1450	286,319.00	10,874.60
115,000.0000	CISCO SYSTEMS INC 4.950% 02/15/2019 DD 02/17/09	135,185.95	118.3820	136,139.30	953.35
415,000.0000	COCA-COLA CO/THE 1.650% 03/14/2018 DD 03/14/12	427,130.45	102.4330	425,096.95	2,033.50-
110,000.0000	COMERICA INC 3.000% 09/16/2015 DD 09/16/10	112,368.30	105.5910	116,150.10	3,781.80



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
125,000.0000	DELL INC 7.100% 04/15/2028 DD 04/15/98	156,983.75	120.3980	150,497.50	6,486.25-
95,000.0000	WALT DISNEY CO/THE 2.750% 08/16/2021 DD 08/22/11	96,748.00	104.4080	99,187.60	2,439.60
120,000.0000	ELECTRICITE DE FRANCE SA 144A 5.600% 01/27/2040 DD 01/26/10	121,460.40	114.9790	137,974.80	16,514.40
280,000.0000	EBAY INC 2.600% 07/15/2022 DD 07/24/12	284,261.60	101.0240	282,867.20	1,394.40-
105,000.0000	EMERSON ELECTRIC CO 5.125% 12/01/2016 DD 12/06/06	121,445.10	115.0920	120,846.60	598.50-
170,000.0000	FMR LLC 144A 6.500% 12/14/2040 DD 07/06/10	196,015.77	125.5700	213,469.00	17,453.23
70,000.0000	FLUOR CORP 3.375% 09/15/2021 DD 09/13/11	70,877.80	106.0290	74,220.30	3,342.50
190,000.0000	FORD CREDIT FLOORPLAN 2 D 144A 3.500% 01/15/2019 DD 02/15/12	189,929.23	103.5260	196,699.40	6,770.17
270,000.0000	FRANCE TELECOM SA VAR RT 03/01/2031 DD 09/01/01	384,998.40	149.6870	404,154.90	19,156.50
120,000.0000	FRANCE TELECOM SA 4.125% 09/14/2021 DD 09/14/11	120,968.40	110.1940	132,232.80	11,264.40
300,000.0000	FRANKLIN RESOURCES INC 2.800% 09/15/2022 DD 09/24/12	302,136.00	101.2220	303,666.00	1,530.00
270,000.0000	GENERAL ELECTRIC CAPITAL CORP 5.625% 05/01/2018 DD 04/21/08	307,613.70	118.7530	320,633.10	13,019.40



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REVALUED COST
31 DECEMBER 2012

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
265,000.0000	GENERAL ELECTRIC CAPITAL CORP 4.375% 09/16/2020 DD 09/16/10	284,728.35	111.6050	295,753.25	11,024.90
150,000.0000	GOLDMAN SACHS GROUP INC/THE 5.375% 03/15/2020 DD 03/08/10	148,053.00	114.6030	171,904.50	23,851.50
145,000.0000	GOLDMAN SACHS GROUP INC/THE 3.700% 08/01/2015 DD 07/28/10	142,056.50	105.5390	153,031.55	10,975.05
245,000.0000	GOLDMAN SACHS GROUP INC/THE 6.150% 04/01/2018 DD 04/01/08	252,862.05	117.4770	287,818.65	34,956.60
305,000.0000	GOLDMAN SACHS GROUP INC/THE 3.625% 02/07/2016 DD 02/07/11	294,697.10	105.8520	322,848.60	28,151.50
175,000.0000	HSBC HOLDINGS PLC 6.800% 06/01/2038 DD 05/27/08	181,256.25	127.8870	223,802.25	42,546.00
215,000.0000	INTERNATIONAL BUSINESS MACHINE 2.000% 01/05/2016 DD 12/09/10	220,529.80	103.3270	222,153.05	1,623.25
215,000.0000	JPMORGAN CHASE & CO 6.000% 01/15/2018 DD 12/20/07	242,062.05	119.7190	257,395.85	15,333.80
220,000.0000	JPMORGAN CHASE & CO 4.400% 07/22/2020 DD 07/22/10	224,668.40	112.8840	248,344.80	23,676.40
135,000.0000	JPMORGAN CHASE & CO 4.250% 10/15/2020 DD 10/21/10	135,947.70	111.2130	150,137.55	14,189.85
120,000.0000	JP MORGAN CHASE COMM C1 B 144A 5.951% 06/15/2043 DD 06/01/10	143,287.50	119.5230	143,427.60	140.10
300,000.0000	SC JOHNSON & SON INC 144A 4.800% 09/01/2040 DD 08/30/10	324,510.00	110.7340	332,202.00	7,692.00



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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
100,000.0000	JPMORGAN CHASE & CO 5.400% 01/06/2042 DD 12/22/11	104,359.00	120.5100	120,510.00	16,151.00
110,000.0000	MEDTRONIC INC 2.625% 03/15/2016 DD 03/15/11	113,931.40	105.3770	115,914.70	1,983.30
120,000.0000	MORGAN STANLEY 5.750% 01/25/2021 DD 01/25/11	111,937.20	114.2040	137,044.80	25,107.60
50,000.0000	MORGAN STANLEY 5.500% 01/26/2020 DD 01/26/10	45,513.50	112.1790	56,089.50	10,576.00
150,000.0000	NATIONWIDE MUTUAL INSURAN 144A 9.375% 08/15/2039 DD 08/10/09	205,065.00	140.7080	211,062.00	5,997.00
265,000.0000	ORACLE CORP 6.500% 04/15/2038 DD 04/09/08	358,089.20	139.0520	368,487.80	10,398.60
175,000.0000	PACIFIC GAS & ELECTRIC CO 5.625% 11/30/2017 DD 12/04/07	207,082.75	120.7320	211,281.00	4,198.25
160,000.0000	PEPSI BOTTLING GROUP INC/THE 7.000% 03/01/2029 DD 03/08/99	220,043.20	143.6290	229,806.40	9,763.20
160,000.0000	PRIVATE EXPORT FUNDING CORP 4.300% 12/15/2021 DD 11/24/09	185,651.20	120.7790	193,246.40	7,595.20
110,000.0000	RAYTHEON CO 4.700% 12/15/2041 DD 12/06/11	112,970.00	113.1660	124,482.60	11,512.60
190,000.0000	ROCHE HOLDINGS INC 144A 6.000% 03/01/2019 DD 02/25/09	230,927.90	124.4790	236,510.10	5,582.20
170,000.0000	SIEMENS FINANCIERINGSMAATSCHAP 6.125% 08/17/2026 DD 08/16/06	206,368.10	131.4890	223,531.30	17,163.20



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NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
110,000.0000	SOUTHERN CALIFORNIA EDISON CO 5.000% 01/15/2016 DD 01/19/05	125,290.00	112.1260	123,338.60	1,951.40-
135,000.0000	SOUTHWESTERN PUBLIC SERVICE CO 4.500% 08/15/2041 DD 08/10/11	140,324.40	110.7660	149,534.10	9,209.70
170,000.0000	STATOIL ASA 3.125% 08/17/2017 DD 08/17/10	179,299.00	108.8370	185,022.90	5,723.90
280,000.0000	STATOIL ASA 5.250% 04/15/2019 DD 04/23/09	333,799.20	119.9070	335,739.60	1,940.40
325,000.0000	TEACHERS INSURANCE & ANNU 144A 6.850% 12/16/2039 DD 12/16/09	417,105.00	135.6280	440,791.00	23,686.00
165,000.0000	TOTAL CAPITAL SA 3.000% 06/24/2015 DD 06/24/10	174,388.50	105.6250	174,281.25	107.25-
210,000.0000	TOYOTA MOTOR CREDIT CORP 3.300% 01/12/2022 DD 01/12/12	209,857.20	107.8870	226,562.70	16,705.50
200,000.0000	TRANSCANADA PIPELINES LTD 7.625% 01/15/2039 DD 01/09/09	304,930.00	150.4360	300,872.00	4,058.00-
250,000.0000	VNO 2012-6AVE MORT 6AVE B 144A 3.298% 11/15/2030 DD 11/01/12	256,248.70	102.6860	256,715.00	466.30
185,000.0000	VERIZON COMMUNICATIONS INC 6.350% 04/01/2019 DD 03/27/09	225,811.80	126.3780	233,799.30	7,987.50
270,000.0000	VIRGINIA ELECTRIC AND POWER CO 6.350% 11/30/2037 DD 12/04/07	360,382.50	138.1370	372,969.90	12,587.40
160,000.0000	WAL-MART STORES INC 6.500% 08/15/2037 DD 08/24/07	221,038.40	140.6200	224,992.00	3,953.60



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NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
150,000.0000	WAL-MART STORES INC 4.250% 04/15/2021 DD 04/18/11	173,323.50	116.1330	174,199.50	876.00
205,000.0000	WYETH LLC 6.450% 02/01/2024 DD 12/16/03	271,477.40	135.7420	278,271.10	6,793.70
TOTAL CORPORATE DEBT INSTRUMENTS - PREFERRED		14,793,444.01		15,403,859.35	610,415.34
CORPORATE DEBT INSTRUMENTS					
280,000.0040	AMERICREDIT AUTOMOBILE REC 2 D 3.380% 04/09/2018 DD 04/19/12	279,969.12	103.5040	289,811.20	9,842.08
245,000.0000	AMGEN INC 6.900% 06/01/2038 DD 05/23/08	301,820.40	134.1780	328,736.10	26,915.70
200,000.0000	BANK OF AMERICA CORP 5.650% 05/01/2018 DD 05/02/08	190,550.00	116.3440	232,688.00	42,138.00
270,000.0000	BANK OF AMERICA CORP 5.625% 07/01/2020 DD 06/22/10	249,407.10	118.5630	320,120.10	70,713.00
135,000.0000	BANK OF AMERICA CORP 5.875% 01/05/2021 DD 12/21/10	128,497.05	119.7280	161,632.80	33,135.75
135,000.0000	BIOGEN IDEC INC 6.000% 03/01/2013 DD 03/04/08	141,945.75	100.8610	136,162.35	5,783.40
130,000.0000	CITIGROUP INC 6.125% 11/21/2017 DD 11/21/07	138,739.90	119.0160	154,720.80	15,980.90
125,000.0000	CITIGROUP INC 8.125% 07/15/2039 DD 07/23/09	153,041.25	149.7120	187,140.00	34,098.75
230,000.0000	COOPER US INC 2.375% 01/15/2016 DD 12/07/10	234,326.30	103.4410	237,914.30	3,588.00



BNY MELLON

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REVALUED COST
31 DECEMBER 2012

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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
290,000.0000	DIRECTV HOLDINGS LLC / DIRECTV 2.400% 03/15/2017 DD 03/08/12	289,727.40	102.4320	297,052.80	7,325.40
160,000.0000	DOMINION RESOURCES INC/VA 6.000% 11/30/2017 DD 12/04/07	188,753.60	120.6050	192,968.00	4,214.40
195,000.0000	DUN & BRADSTREET CORP/THE 2.875% 11/15/2015 DD 11/24/10	200,300.10	101.4430	197,813.85	2,486.25-
130,000.0000	ENERGY TRANSFER PARTNERS LP 7.500% 07/01/2038 DD 03/28/08	148,423.60	129.3250	168,122.50	19,698.90
89,000.0000	ENERGY TRANSFER PARTNERS LP 8.500% 04/15/2014 DD 04/07/09	99,785.02	108.7380	96,776.82	3,008.20-
100,000.0000	ENTERPRISE PRODUCTS OPERATING 3.200% 02/01/2016 DD 01/13/11	103,528.00	105.6640	105,664.00	2,136.00
270,000.0000	EXELON GENERATION CO LLC 6.250% 10/01/2039 DD 09/23/09	328,992.30	116.2860	313,972.20	15,020.10-
220,000.0000	HASBRO INC 6.350% 03/15/2040 DD 03/11/10	237,837.60	123.5010	271,702.20	33,864.60
60,000.0000	HEALTH CARE REIT INC 3.625% 03/15/2016 DD 03/14/11	59,049.60	105.5970	63,358.20	4,308.60
141,477.8200	MARriott VACATION CL 1A B 144A 3.500% 05/20/2030 DD 06/28/12	141,467.83	100.4080	142,055.05	587.22
100,000.0000	MORGAN STANLEY 5.500% 07/24/2020 DD 07/26/10	90,923.00	112.5010	112,501.00	21,578.00
210,000.0000	MORGAN STANLEY 5.375% 10/15/2015 DD 10/21/05	217,205.10	108.7180	228,307.80	11,102.70



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NEW YORK LIFE INVESTMENT MANAG
NYLIM-FIBERWEB SIMP-RYAN LABS

SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
120,000.0000	NBCUNIVERSAL MEDIA LLC 2.875% 04/01/2016 DD 04/01/11	122,341.20	105.4250	126,510.00	4,168.80
135,000.0000	NBCUNIVERSAL MEDIA LLC 4.375% 04/01/2021 DD 04/01/11	142,472.25	112.3340	151,650.90	9,178.65
280,000.0000	OMNICOM GROUP INC 3.625% 05/01/2022 DD 04/23/12	279,904.80	104.1720	291,681.60	11,776.80
215,000.0000	ONEOK INC 4.250% 02/01/2022 DD 01/26/12	229,925.30	108.6570	233,612.55	3,687.25
100,000.0000	POTASH CORP OF SASKATCHEWAN IN 3.250% 12/01/2017 DD 11/30/10	104,610.00	109.4170	109,417.00	4,807.00
172,317.2600	SVO 2010-A VOI MORTG AA B 144A 4.750% 07/20/2027 DD 08/26/10	177,857.63	103.2670	177,946.86	89.23
193,925.3300	SIERRA TIMESHARE 201 2A B 144A 3.420% 03/20/2029 DD 07/19/12	193,910.69	102.4560	198,688.14	4,777.45
265,000.0000	TIME WARNER INC 6.250% 03/29/2041 DD 04/01/11	317,721.75	123.4710	327,198.15	9,476.40
135,000.0000	TIME WARNER CABLE INC 7.300% 07/01/2038 DD 06/19/08	164,046.60	132.8680	179,371.80	15,325.20
170,000.0000	TIME WARNER CABLE INC 8.250% 02/14/2014 DD 11/18/08	191,617.20	108.3250	184,152.50	7,464.70-
280,000.0000	WELLPOINT INC 2.375% 02/15/2017 DD 08/15/11	279,154.40	103.5360	289,900.80	10,746.40
245,000.0000	WELLPOINT INC 3.700% 08/15/2021 DD 08/15/11	251,784.05	105.1760	257,681.20	5,897.15



BNY MELLON

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5500 SCHEDULE OF INVESTMENTS AT END OF PLAN YEAR
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NEW YORK LIFE INVESTMENT MANAG
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SHARES/ PAR VALUE	SECURITY DESCRIPTION	COST	PRICE	MARKET VALUE	UNREALIZED GAIN/LOSS
140,000.0000	WELLS FARGO COMME LC5 D 144A VAR RT 10/15/2045 DD 09/01/12	120,577.66	90.2350	126,329.00	5,751.34
120,000.0000	* BANC OF AMERICA FU SD1 M1 144A VAR RT 04/25/2050 DD 05/01/11	119,400.00	97.4550	116,946.00	2,454.00
140,000.0000	* GS MORTGAGE SECURI ALOH C 144A VAR RT 04/10/2034 DD 05/01/12	140,298.09	104.4200	146,188.00	5,889.91
160,000.0000	* WF-RBS COMMERCIAL M C10 D 144A VAR RT 12/15/2045 DD 12/01/12	135,703.04	86.1860	137,897.60	2,194.56
TOTAL CORPORATE DEBT INSTRUMENTS		6,895,614.68		7,294,392.17	398,777.49
REGISTERED INVESTMENT COMPANIES					
195,364.3000	DREYFUS TRE PR CSH MGT INS 761 0.000% 12/31/2035 DD 04/09/97	195,364.30	100.0000	195,364.30	0.00
TOTAL REGISTERED INVESTMENT COMPANIES		195,364.30		195,364.30	0.00
GRAND TOTAL		33,369,103.64		34,171,645.57	802,541.93

Schedule H, Line 4j - Schedule of reportable transactions

For the year ended December 31, 2012

See attached schedule.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss	
Share Purchase	20,000,000.00	1,226,448.521	20,000,000.00		*
7 SERIES - Share Purchase	24,457,198.00	1,513,934.407	24,457,198.00		*
62 SERIES - Share Redemption	-3,783,203.01	-243,017.687	-2,647,110.78	1,136,092.23	*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Artisan International Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,092,426.00	-125,098.139	-2,275,625.08	816,800.92 *
64 SERIES - Share Redemption	-3,782,177.37	-156,553.381	-2,830,755.67	951,421.70 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Dodge & Cox Intl Stock Fund

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Redemption	-3,174,691.39	-91,122.026	-2,598,163.21	576,528.18 *
64 SERIES - Share Redemption	-3,666,878.14	-106,656.289	-3,033,755.47	633,122.67 *

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay Large Cap Growth I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,388,860.41	-298,010.597	-1,963,594.99	425,265.42

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - MainStay ICAP Select Equity I

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,431,552.30	-63,339,652	-2,260,095.33	171,456.97

*

* Transaction is greater than 5% of the market value.

Amended and Restated Fiberweb Retirement Plan

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Northern Multi Mgr Mid Cap

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
64 SERIES - Share Redemption	-2,455,905.68	-206,181.322	-2,151,445.01	304,460.67

*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - PIMCO Money Market Inst

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	20,000,000.00	20,000,000.000	20,000,000.00	*
Share Purchase	10,719,470.13	10,719,470.130	10,719,470.13	*
2 SERIES - Share Purchase	30,719,470.13	30,719,470.130	30,719,470.13	*

* Transaction is greater than 5% of the market value.

**Amended and Restated Fiberweb
Retirement Plan**

5% TRANSACTIONS Fiberweb Retirement Portfolio For Period January 1, 2012 to December 31, 2012

HOLDING - Ryan Labs (Simp) BNY/Mellon

Transaction	Transaction Dollar Amt	Shares Transacted	Cost	Realized Gain/Loss
Share Purchase	2,721,790.43	2,721,790.430	2,721,790.43	*
12 SERIES - Brokerage Earnings	2,458,546.71	0.000		*
12 SERIES - Share Purchase	8,091,426.60	8,091,426.600	8,091,426.60	*
64 SERIES - Share Redemption	-3,176,322.42	-3,176,322.420	-3,176,322.42	*

* Transaction is greater than 5% of the market value.

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, line 32—Schedule of Amortization Bases

Type Of Base	Present Value of Installments	Valuation Date Established	Remaining Years in Amortization Period	Amortization Amount
Shortfall	\$3,964,453	January 1, 2008	3	\$1,393,344
Shortfall	\$393,738	January 1, 2009	4	\$106,533
Shortfall	\$3,738,934	January 1, 2010	5	\$830,520
Shortfall	\$5,578,460	January 1, 2011	6	\$1,068,686
Shortfall	(\$6,198,567)	January 1, 2012	7	(\$1,052,049)

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Schedule SB, Part V—Statement of Actuarial Assumptions/Methods

Interest Rates for Minimum Funding Purposes	Based on segment rates with no lookback (as of January 2012), each adjusted as needed to fall within the 25-year average interest rate corridor under MAP-21
1st Segment Rate	5.54%
2nd Segment Rate	6.85%
3rd Segment Rate	7.52%
Interest Rates for Maximum Tax Purposes	Based on segment rates with no lookback (as of January 2012), without regard to the MAP-21 interest rate corridor
1st Segment Rate	1.98%
2nd Segment Rate	5.07%
3rd Segment Rate	6.19%
Retirement Age	
Active Participants	See Table 1
Terminated Vested Participants	Age 65
At-Risk Assumptions	For at-risk calculations, participants who are eligible to retire within the next 10 years are assumed to retire immediately upon eligibility.
Mortality Rates	
Healthy and Disabled	Generational Mortality Table for annuitants and non-annuitants per §1.430(h)(3)-1(e)
Withdrawal Rates	See Table 2
Disability Rates	None
Decrement Timing	Beginning of year decrements, with 100% retirement occurring at beginning of year
Surviving Spouse Benefit	It is assumed that 90% of males and 90% of females have an eligible spouse, and that males are three years older than their spouses.
Benefit Limits	Projected benefits are limited by the current IRC section 415 maximum benefit of \$200,000

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Valuation of Plan Assets

Smoothed fair market value of assets over the current and prior two years, adjusted for contributions, benefit payments, administrative expenses, and expected earnings. The average value of assets calculated in this manner is further limited to not less than 90% nor more than 110% of fair market value.

A characteristic of this method is that the expected distribution of the value of plan assets is skewed toward understatement relative to the corresponding market values for expected long-term rates of return in excess of the third segment rate under IRC section 430(h)(2)(C)(iii).

Expected Return on Assets

2010 Plan Year

6.76%

2011 Plan Year

6.46%

Trust Expenses Included in Target Normal Cost

Equal to prior years expenses (\$381,423 for 2012 assumptions)

Actuarial Method

Standard unit credit cost method

Valuation Date

January 1, 2012

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 1

Retirement Rates

<u>Age</u>	<u>Rate</u>
55	5.00%
56	5.00%
57	5.00%
58	5.00%
59	5.00%
60	10.00%
61	10.00%
62	30.00%
63	20.00%
64	20.00%
65+	100.00%

Schedule SB Attachment (Form 5500)—2012 Plan Year
Amended and Restated Fiberweb Retirement Plan
EIN: 57-0833773 PN: 001

Table 2

Withdrawal Rates

Age	Rate	Age	Rate
19	0.0000%	49	14.2014%
20	29.8152%	50	12.6744%
21	29.6694%	51	11.0472%
22	29.5194%	52	9.3684%
23	29.3634%	53	7.6986%
24	29.1996%	54	6.1044%
25	29.0226%	55	4.6464%
26	28.8342%	56	3.3744%
27	28.6314%	57	2.3154%
28	28.4112%	58	1.4820%
29	28.1718%	59	0.8640%
30	27.9096%	60	0.4398%
31	27.6198%	61	0.1782%
32	27.3000%	62	0.0456%
33	26.9460%	63+	0.0000%
34	26.5536%		
35	26.1186%		
36	25.6398%		
37	25.1154%		
38	24.5448%		
39	23.9268%		
40	23.2632%		
41	22.5456%		
42	21.7668%		
43	20.9280%		
44	20.0274%		
45	19.0620%		
46	18.0162%		
47	16.8684%		
48	15.6000%		