

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
---	---	---

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 SAINT-GOBAIN CONTAINERS, INC. 401K PLAN FOR SALARIED EMPLOYEES	1b Three-digit plan number (PN) ▶ <u>009</u>	1c Effective date of plan <u>06/30/2011</u>	
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) SAINT-GOBAIN CONTAINERS, INC. SAINT-GOBAIN CORPORATION P.O. BOX 860 750 EAST SWEDES FORD ROAD VALLEY FORGE, PA 19482-0101	2b Employer Identification Number (EIN) <u>35-1958205</u>	2c Sponsor's telephone number <u>610-341-7000</u>	2d Business code (see instructions) <u>327210</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	JOHN J. SWEENEY, III TREASURER
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/07/2013	JOHN J. SWEENEY, III TREASURER
	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
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 1103
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a	866
b Retired or separated participants receiving benefits.....	6b	28
c Other retired or separated participants entitled to future benefits.....	6c	218
d Subtotal. Add lines 6a , 6b , and 6c	6d	1112
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	4
f Total. Add lines 6d and 6e	6f	1116
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	1036
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	26
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2J 2K 2R 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) (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) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		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>SAINT-GOBAIN CONTAINERS, INC. 401K PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAINT-GOBAIN CONTAINERS, INC.</u>	D Employer Identification Number (EIN) <u>35-1958205</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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>SAINT-GOBAIN CONTAINERS, INC. 401K PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ►	<u>009</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>SAINT-GOBAIN CONTAINERS, INC.</u>	D Employer Identification Number (EIN) <u>35-1958205</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
---------------	--

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

b Name of sponsor of entity listed in (a): SAINT-GOBAIN CONTAINERS, INC.

c EIN-PN <u>45-4375328-001</u>	d Entity code <u>M</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>106377900</u>
---------------------------------------	-------------------------------	---

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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 01/01/2012 and ending 12/31/2012		
A Name of plan SAINT-GOBAIN CONTAINERS, INC. 401K PLAN FOR SALARIED EMPLOYEES	B Three-digit plan number (PN) ►	009
C Plan sponsor's name as shown on line 2a of Form 5500 SAINT-GOBAIN CONTAINERS, INC.	D Employer Identification Number (EIN) 35-1958205	

Part I	Asset and Liability Statement		(a) Beginning of Year	(b) End of Year
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.				
	Assets			
a	Total noninterest-bearing cash	1a		
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	55449	57417
	(2) Participant contributions	1b(2)	164865	164283
	(3) Other.....	1b(3)		
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
	(2) U.S. Government securities.....	1c(2)		
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)		
	(B) All other.....	1c(3)(B)		
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)		
	(B) Common	1c(4)(B)		
	(5) Partnership/joint venture interests	1c(5)		
	(6) Real estate (other than employer real property)	1c(6)		
	(7) Loans (other than to participants)	1c(7)		
	(8) Participant loans	1c(8)	2431886	2654663
	(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)	93937151	106377900
	(12) Value of interest in 103-12 investment entities	1c(12)		
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	96589351	109254263

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	96589351	109254263
---	-----------	----------	-----------

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 Contributions:**

		(a) Amount	(b) Total
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1746547	
(B) Participants	2a(1)(B)	5724768	
(C) Others (including rollovers)	2a(1)(C)	941841	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		8413156

b Earnings on investments:**(1) Interest:**

(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	114150	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		114150

(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0

(3) Rents	2b(3)		
-----------------	--------------	--	--

(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0

(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(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)		10381756
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		476529
d Total income. Add all income amounts in column (b) and enter total.....	2d		19385591

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	7831526	
(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)		7831526
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	35178	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		35178
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		7866704

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		11518887
l Transfers of assets:			
(1) To this plan.....	2l(1)		1146025
(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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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		10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

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

A Name of plan <u>SAINT-GOBAIN CONTAINERS, INC. 401K PLAN FOR SALARIED EMPLOYEES</u>	B Three-digit plan number (PN) ▶ <u>009</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SAINT-GOBAIN CONTAINERS, INC.</u>	D Employer Identification Number (EIN) <u>35-1958205</u>

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>89</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: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

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

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

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Financial Statements
December 31, 2012 and 2011**

**Supplemental Schedule
as of December 31, 2012 and 2011**

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Index to Financial Statements

	Page
Report of Independent Auditors	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the period ended December 31, 2011	4
Notes to Financial Statements	5-14
Schedule of Assets Held at End of Year December 31, 2012	Schedule I
Schedule of Assets Held at End of Year December 31, 2011	Schedule II

Report of Independent Auditors

To the Participants and Administrator
Saint-Gobain Containers, Inc. 401(k)
Plan for Salaried Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the period from August 1, 2011 to December 31, 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 audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained certifications from the Trustee as of and for the year ended December 31, 2012 and the period from August 1, 2011 to December 31, 2011 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Participants and Administrator
Saint-Gobain Containers, Inc. 401(k)
Plan for Salaried Employees

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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and 2011 are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplemental schedules of assets held at end of year as of December 31, 2012 and 2011 are supplemental information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these 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 information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Elgin, Illinois
September 16, 2013

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	December 31	
	2012	2011
Assets		
Participant Directed Investments:		
Plan interest in Saint-Gobain Containers, Inc.		
Defined Contribution Plan Master Trust (Note 5) \$	<u>106,377,900</u>	<u>\$ 94,371,700</u>
Total investments at fair value	106,377,900	94,371,700
Receivables:		
Employer contributions	57,417	55,449
Participant contributions	164,283	164,865
Participant notes receivable	<u>2,654,663</u>	<u>2,431,886</u>
Total receivables	<u>2,876,363</u>	<u>2,652,200</u>
Net assets reflecting all investments at fair value	109,254,263	97,023,900
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held in Master Trust (Note 2)	<u>(476,529)</u>	<u>(434,549)</u>
Net assets available for benefits	<u><u>\$ 108,777,734</u></u>	<u><u>\$ 96,589,351</u></u>

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

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012 and Period Ended December 31, 2011

	Year Ended December 31, <u>2012</u>	Period Ended December 31, <u>2011</u>
Additions:		
Investment income:		
Plan interest in Saint-Gobain Containers, Inc. Defined Contribution Plan Master Trust investment income (Note 5)	\$ 10,381,756	\$ 212,587
Interest on participant notes receivable	<u>114,150</u>	<u>40,134</u>
	10,495,906	252,721
Contributions:		
Employer	1,746,547	561,375
Participants	5,724,768	1,799,997
Rollover	<u>941,841</u>	<u>50,786</u>
	<u>8,413,156</u>	<u>2,412,158</u>
Total additions	<u>18,909,062</u>	<u>2,664,879</u>
Deductions:		
Participant benefits	7,831,526	2,192,437
Administrative expenses	<u>35,178</u>	<u>4,740</u>
Total deductions	<u>7,866,704</u>	<u>2,197,177</u>
Net increase prior to Plan transfers	11,042,358	467,702
Plan transfers (Note 3):		
Transfer to Plan	<u>1,146,025</u>	<u>96,121,649</u>
Total plan transfers	<u>1,146,025</u>	<u>96,121,649</u>
Net increase	12,188,383	96,589,351
Net assets available for benefits:		
Beginning of period	<u>96,589,351</u>	<u>0</u>
End of period	<u><u>\$ 108,777,734</u></u>	<u><u>\$ 96,589,351</u></u>

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

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

1. Description of Plan

The following description of the Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible Saint-Gobain Containers, Inc. (the "Company") salaried employees, as defined by the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan, along with the Saint-Gobain Containers, Inc. 401(k) Plan for Hourly Employees, is a participant in the Saint-Gobain Containers, Inc. Defined Contribution Plan Master Trust (the "Master Trust"). The Trustee is Fidelity Management Trust Company (the "Trustee").

Eligibility

Employees are eligible to join the Plan immediately upon employment with the Company. After six months of service, employees will be automatically enrolled in the Plan.

Contributions

Each year, participants may contribute up to 50 percent of eligible compensation, on a pretax or after-tax basis, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company match differs by division and is defined in the Plan document. The rollover contribution amount of \$941,841 and \$50,786 for 2012 and 2011, respectively, consisted largely of assets from acquired businesses.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions in any of the available investment options.

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are vested in Company contributions in accordance with the following schedule:

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
At least 1 year, but less than 2 years	20%
At least 2 years, but less than 3 years	40%
At least 3 years, but less than 4 years	60%
At least 4 years, but less than 5 years	80%
5 or more years	100%

Forfeited Accounts

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are utilized to reduce future Company contributions and future Company payments of Plan administrative expenses.

The balance in the forfeiture account for the Plan was \$60,284 and \$21,359 at December 31, 2012 and 2011, respectively. The amount of forfeitures used to reduce Company payments of Plan administrative expenses was \$19,823 in 2012. The amount of forfeitures used to reduce Company contributions was \$0 in 2012. No forfeitures were used to reduce Company payments of Plan administrative expenses or Company contributions in 2011.

Payment of Benefits

Retired or terminated participants may elect to receive a lump-sum amount immediately equal to the vested value of his or her account, a lump-sum payment at any future date, or may elect specified monthly, quarterly or annual payments. Terminated employees may maintain an account in the Plan as permitted by the Plan document.

Active employees may withdraw all or part of their after-tax accounts and Company contributions in accordance with the Plan document and Internal Revenue Service guidelines. Withdrawals of before-tax accounts requested due to financial hardship of an employee are granted in accordance with the Plan document and Internal Revenue Service guidelines following a review of the appropriate documentation by the Company. All withdrawals are subject to certain restrictions in accordance with the Plan document.

Participant Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts a minimum of \$1,000 for general purpose and housing notes receivable. General purpose notes receivable must be repaid within five years and housing notes receivable within 15 years. The maximum amount that can be borrowed is the lesser of (a) 50 percent of account balance, or (b) \$50,000 reduced by any current notes receivable balance or excess of the highest outstanding notes receivable balance in the last 12 months over the current notes receivable balance.

Participant notes receivable are secured by the remainder of the vested account balance in the participants' accounts and generally bear interest at 1 percent over the prime rate. The interest rate is fixed for the life of the notes receivable.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

Plan Expenses

Plan administrative expenses are principally for loan-related and recordkeeping fees. The Company pays audit fees and certain other administrative fees on behalf of the Plan.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Master Trust

The Managed Income Portfolio II Fund (the "Fund"), which invests in fully benefit-responsive synthetic investment contracts, is stated at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. These investment contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. For purposes of determining the fair value of the underlying assets of the Master Trust, certain investments in money market funds are valued at cost which approximates fair value while other money market funds and mutual funds are valued at fair value based on quoted market prices. Underlying debt securities for which quotations are readily available are valued at their most recent bid prices (sales prices if the principal market is an exchange) in the principal market in which such securities are normally traded, as determined by recognized dealers in such securities, or securities are valued on the basis of information provided by a pricing service. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

Investment Contracts with Insurance Companies under the Master Trust

The Master Trust, through its investment in the Fund, invests in synthetic investment contracts. A synthetic investment contract is a wrap contract paired with an underlying investment or investments, usually a portfolio, owned by the Master Trust, of high-quality, short- to intermediate-term fixed income securities. The Master Trust purchases a wrap contract from insurance companies. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Master Trust on a prospective basis. Wrap contracts accrue interest using a formula called the "crediting rate." Wrap contracts use the crediting rate formula to convert market value changes in the covered assets into income distributions in order to minimize the difference between the market and contract value of the covered assets over time. Using the crediting rate formula, an estimated future market value is calculated by compounding the Fund's current market value at the Fund's current yield to maturity for a period equal to the Fund's duration. The crediting rate is the discount rate that equates the estimated future market value with the Fund's current contract value. Crediting rates are reset quarterly. The wrap contracts provide a guarantee that the crediting rate will not fall below 0 percent.

Certain events limit the ability of the Master Trust to transact at contract value with the contract issuer. Such events include the following: (i) the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code; (ii) the establishment of a defined contribution plan that competes with the Plan for employee contributions; (iii) any substantive modification of the Plan or the administration of the Plan that is not consented to by the wrap issuer; (iv) complete or partial termination of the Plan; (v) any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the Fund's cashflow; (vi) merger or consolidation of the Plan with another plan, the transfer of plan assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the plan sponsor; (vii) any communication given to participants by the Plan sponsor or any other Plan fiduciary that is designed to induce or influence participants not to invest in the Fund or to transfer assets out of the Fund; (viii) exclusion of a group of previously eligible employees from eligibility in the Plan; (ix) any early retirement program, group termination, group layoff, facility closing, or similar program; and (x) any transfer of assets from the Fund directly to a competing option. The Plan administrator does not believe that the occurrence of any such event, which would limit the Master Trust's ability to transact at contract value with participants, is probable.

A contract issuer may terminate a wrap contract at any time. In the event that the market value of the Fund's covered assets is below their contract value at the time of such termination, the Master Trust may elect to keep the wrap contract in place until such time as the market value of the Fund's covered assets is equal to their contract value. The synthetic investment contracts generally impose conditions on both the Master Trust and the issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The following may cause the Master Trust to be in default: a breach of material obligation under the contract; a material misrepresentation; or a material amendment to the plan agreement. The issuer may be in default if it breaches a

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

material obligation under the investment contract; makes a material misrepresentation; has a decline in its long-term credit rating below a threshold set forth in the contract; or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Master Trust were unable to obtain a replacement investment contract, withdrawing plans may experience losses. The Master Trust may seek to add additional issuers over time to diversify the Master Trust's exposure to such risk, but there is no assurance that the Master Trust may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the Master Trust unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay the Master Trust the excess, if any, of contract value over market value on the date of termination. If a synthetic investment contract terminates due to a decline in the rating of the issuer, the issuer may be required to pay the Master Trust the cost of acquiring a replacement contract (i.e., replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Master Trust to the extent necessary for the Master Trust to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

Since the synthetic investment contracts purchased by the Master Trust are fully benefit-responsive, contract value is the relevant measurement attribute for such contracts. Contract value represents contributions to the Fund plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	2012	2011
Average yield for synthetic investment contracts:		
Based on actual earnings	1.73%	1.92%
Based on interest rate credited to participants	1.28%	1.60%

Payment of Benefits

Benefits are recorded when paid.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

Plan Participation in the Master Trust

Contributions to the Master Trust and benefits paid are accounted for specifically by the participating plans. Each plan's relative interest in the Master Trust is determined based on its proportionate share of assets contributed to the Master Trust on August 1, 2011, as adjusted for contributions and benefit payments subsequent to August 1, 2011. Investment income is allocated monthly to the participating plans based on their relative interest in the Master Trust. See Note 5 for Master Trust financial information. Each participating plan has an undivided interest in the Master Trust.

Participant Notes Receivable

Participant notes receivable are recorded at their unpaid principal balance plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including September 16, 2013, which is the date the financial statements were available to be issued.

3. Transfers (To) From Other Plans

From time to time, participants in the Plan change roles and responsibilities within the Company and become eligible for other Company-sponsored plans. As such, transfers to and from the Plan generally relate to participant account balances being transferred between the Plan and the Saint-Gobain Containers, Inc. 401(k) Plan for Hourly employees, another Company-sponsored plan. Other transfers related to divestitures or acquisitions activity by the Company.

Effective August 1, 2011, the Plan was created as a separate plan for the Saint-Gobain Containers (Verallia) Salaried employees. Contributions were made to the Plan starting August 1, and plan assets of approximately \$93,584,000 of investments and \$2,492,000 of participants' notes receivable were transferred on August 31, 2011 from the Saint-Gobain Corporation 401(k) Plan for Salaried Employees to the Plan.

4. Risks and Uncertainties

The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit risk. Due to the level of the 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 risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

5. Investment in Master Trust

A summary of net assets of the Master Trust as of December 31 is as follows:

	<u>2012</u>	<u>2011</u>
Assets:		
Receivables	\$ 80	\$ 34,269
Investments, at fair value:		
Money market funds	16,732,049	17,186,607
Mutual funds	<u>165,382,388</u>	<u>141,575,226</u>
	182,114,437	158,761,833
Interest Income Fund:		
Money market funds, at fair value	676,889	1,075,100
Wrap rebid value, at contract value	35,458	81,650
Security-backed contracts, at contract value	<u>28,916,240</u>	<u>29,466,350</u>
Total Master Trust assets	<u>\$ 211,743,104</u>	<u>\$ 189,419,202</u>

Investment income/(loss) for the Trust is as follows:

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation) in fair value of investments:		
Mutual funds - Net appreciation (depreciation)	\$ 16,652,920	\$ (1,577,182)
Interest	1,782	590
Dividends	<u>4,620,818</u>	<u>2,464,231</u>
Total	<u>\$ 21,275,520</u>	<u>\$ 887,639</u>

The Plan's interest in the net assets of the Master Trust was approximately 47.8 percent and 48.5 percent at December 31, 2012 and 2011, respectively.

6. Plan Termination

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

7. Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated May 23, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the trust and recognize a tax liability (or asset) if the trust has taken an uncertain position that more likely than not would not be sustained upon examination by the IRC. 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 no audits for any tax periods in progress.

8. Related Party Transactions

Certain Master Trust investments are shares of money market funds, mutual funds and commingled funds managed by Fidelity Investments. Fidelity Investments is an affiliate of the Trustee; therefore, transactions in these investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

9. Unaudited Information

The Plan administrator has elected the method of 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 to the completeness and accuracy of all investments and participant notes receivable reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, the related income and losses reflected in the Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the period ended December 31, 2011, the Master Trust information summarized in Note 5, and the Schedule of Assets Held at End of Year as of December 31, 2012 and 2011.

10. Reconciliation to Form 5500

The net assets on the financial statements differ from the net assets on Form 5500 due to the synthetic investment contracts held in the Master Trust being recorded at contract value on the financial statements and at fair value on Form 5500. The net assets on the financial statements were lower than on Form 5500 at December 31, 2012 and 2011 by \$476,529 and \$434,549, respectively. Additionally, the investment income from the synthetic investment contracts on Form 5500 for the year ended December 31, 2012 and the period ended December 31, 2011 is higher than the financial statements by \$41,980 and \$434,549, respectively.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

11. Fair Value Measurement

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011, and the valuation techniques used by the Plan to determine those fair values.

Level 1 - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees **Notes to Financial Statements** **Year Ended December 31, 2012 and Period Ended December 31, 2011**

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2012
Assets			
Master Trust Investments:			
Money market funds [1]	\$ 16,732,049	\$ 676,889	\$ 17,408,938
Mutual funds:			
Equity investments	96,345,192	-	96,345,192
Fixed income investments	35,570,292	-	35,570,292
Retirement year-based investments	33,466,904	-	33,466,904
Security-backed contracts - fixed income investments	-	29,777,616	29,777,616
	<u>\$ 182,114,437</u>	<u>\$ 30,454,505</u>	<u>\$ 212,568,942</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2011
Assets			
Master Trust Investments:			
Money market funds [1]	\$ 17,186,607	\$ 1,075,100	\$ 18,261,707
Mutual funds:			
Equity investments	81,524,267	-	81,524,267
Fixed income investments	33,758,281	-	33,758,281
Retirement year-based investments	26,292,678	-	26,292,678
Security-backed contracts - fixed income investments	-	30,310,567	30,310,567
	<u>\$ 158,761,833</u>	<u>\$ 31,385,667</u>	<u>\$ 190,147,500</u>

[1] This category represents short-term investments which are valued at fair value. Amounts are generally invested in actively managed common collective trust funds or interest-bearing accounts.

The Plan and Master Trust also hold other assets not measured at fair value on a recurring basis including contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

The Plan's policy is to recognize transfers in and transfers out of the Levels 1, 2, and 3 fair value classifications as of the end of the month of the event of change in circumstances that caused the transfer. During the year ended December 31, 2012 and the period ended December 31, 2011, there were no significant transfers between levels.

Saint Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 35-1958205, Plan 009
December 31, 2012**

(a)(b) Identity of Issuer, Lessor, Borrower, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
* Participants	Participant notes receivable bearing interest at rates ranging from 4.25 percent to 10.0 percent	-	<u>\$ 2,654,663</u>
			<u><u>\$ 2,654,663</u></u>

* Denotes Party-in-interest

** Cost information not required

Saint Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 35-1958205, Plan 009
December 31, 2011**

(a)(b) Identity of Issuer, Lessor, Borrower, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
* Participants	Participant notes receivable bearing interest at rates ranging from 4.25 percent to 10.0 percent	-	<u>\$ 2,431,886</u>
			<u><u>\$ 2,431,886</u></u>

*** Denotes Party-in-interest**

**** Cost information not required**

Saint-Gobain Containers Inc.**401(k) Plan for Salaried Employees**

Schedule of Assets Held for Investment Purposes at December 31, 2012

<u>Identity of Issue</u>	<u>Current Value</u>
Money Market	
FID RET GOVT MM	6,554,132
Common / Collective Trust	
FID MGD INC PORT II	17,094,789
Mutual Funds	
BROKERAGELINK	1,057,277
GS SM/MD CAP GRTH IS	2,222,824
VANGUARD INST INDEX	11,038,858
PIM TOTAL RT INST	4,593,717
VANG REIT IDX SIG	1,450,072
VANGUARD TOT BD MKT INST	3,075,041
MFS INTL NEW DISC R4	397,127
WASATCH SM CAP GRTH	1,358,774
VANG INTL GROWTH ADM	1,705,595
VANG WINDSOR II ADM	2,565,965
DODGE & COX INTL STK	2,415,590
3RD AVE RE VALUE IS	99,006
VANG INFL PROT INST	1,383,169
VANG FTSE AW IDX ADM	90,258
ACADIAN EMRG MKTS IS	1,798,560
SPTN EXT MKT IDX INV	1,572,756
FID CONTRAFUND K	11,070,477
FID LOW PRICED STK K	3,107,409
FID PURITAN K	15,928,622
FID FRDM INDX INC W	1,072,149
FID FRDM INDX 2000 W	46,636
FID FRDM INDX 2005 W	65,488
FID FRDM INDX 2010 W	955,392
FID FRDM INDX 2020 W	2,929,120
FID FRDM INDX 2025 W	2,558,116
FID FRDM INDX 2030 W	2,078,504
FID FRDM INDX 2035 W	1,984,040
FID FRDM INDX 2040 W	1,045,554
FID FRDM INDX 2045 W	524,018
FID FRDM INDX 2050 W	454,680
FID FRDM INDX 2015 W	1,607,655
Total Mutual Funds	82,252,450
Participant Loans	
	2,654,663
Due 1/16/2013-9/20/2026, 4.25%-10.0%	

Total Assets Held for Investment

108,556,034

This schedule was derived from information that was certified as complete and accurate by Fidelity Management and Trust Company

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Financial Statements
December 31, 2012 and 2011**

**Supplemental Schedule
as of December 31, 2012 and 2011**

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Index to Financial Statements

	Page
Report of Independent Auditors	1-2
Financial Statements:	
Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011	3
Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the period ended December 31, 2011	4
Notes to Financial Statements	5-14
Schedule of Assets Held at End of Year December 31, 2012	Schedule I
Schedule of Assets Held at End of Year December 31, 2011	Schedule II

Report of Independent Auditors

To the Participants and Administrator
Saint-Gobain Containers, Inc. 401(k)
Plan for Salaried Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2012 and 2011 and the related statement of changes in net assets available for benefits for the year ended December 31, 2012 and the period from August 1, 2011 to December 31, 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 audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 9, which was certified by Fidelity Management Trust Company (the "Trustee"), except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the Trustee holds the Plan's investment assets and participant notes receivable and executes related transactions. The plan administrator has obtained certifications from the Trustee as of and for the year ended December 31, 2012 and the period from August 1, 2011 to December 31, 2011 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Participants and Administrator
Saint-Gobain Containers, Inc. 401(k)
Plan for Salaried Employees

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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of assets held at end of year as of December 31, 2012 and 2011 are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplemental schedules of assets held at end of year as of December 31, 2012 and 2011 are supplemental information required by the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we do not express an opinion on these 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 information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Plante & Moran, PLLC

Elgin, Illinois
September 16, 2013

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Statements of Net Assets Available for Benefits
December 31, 2012 and 2011

	December 31	
	2012	2011
Assets		
Participant Directed Investments:		
Plan interest in Saint-Gobain Containers, Inc.		
Defined Contribution Plan Master Trust (Note 5) \$	<u>106,377,900</u>	<u>\$ 94,371,700</u>
Total investments at fair value	106,377,900	94,371,700
Receivables:		
Employer contributions	57,417	55,449
Participant contributions	164,283	164,865
Participant notes receivable	<u>2,654,663</u>	<u>2,431,886</u>
Total receivables	<u>2,876,363</u>	<u>2,652,200</u>
Net assets reflecting all investments at fair value	109,254,263	97,023,900
Adjustment from fair value to contract value for fully benefit-responsive investment contracts held in Master Trust (Note 2)	<u>(476,529)</u>	<u>(434,549)</u>
Net assets available for benefits	<u><u>\$ 108,777,734</u></u>	<u><u>\$ 96,589,351</u></u>

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

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Statements of Changes in Net Assets Available for Benefits
Year Ended December 31, 2012 and Period Ended December 31, 2011

	Year Ended December 31, <u>2012</u>	Period Ended December 31, <u>2011</u>
Additions:		
Investment income:		
Plan interest in Saint-Gobain Containers, Inc. Defined Contribution Plan Master Trust investment income (Note 5)	\$ 10,381,756	\$ 212,587
Interest on participant notes receivable	<u>114,150</u>	<u>40,134</u>
	10,495,906	252,721
Contributions:		
Employer	1,746,547	561,375
Participants	5,724,768	1,799,997
Rollover	<u>941,841</u>	<u>50,786</u>
	<u>8,413,156</u>	<u>2,412,158</u>
Total additions	<u>18,909,062</u>	<u>2,664,879</u>
Deductions:		
Participant benefits	7,831,526	2,192,437
Administrative expenses	<u>35,178</u>	<u>4,740</u>
Total deductions	<u>7,866,704</u>	<u>2,197,177</u>
Net increase prior to Plan transfers	11,042,358	467,702
Plan transfers (Note 3):		
Transfer to Plan	<u>1,146,025</u>	<u>96,121,649</u>
Total plan transfers	<u>1,146,025</u>	<u>96,121,649</u>
Net increase	12,188,383	96,589,351
Net assets available for benefits:		
Beginning of period	<u>96,589,351</u>	<u>0</u>
End of period	<u><u>\$ 108,777,734</u></u>	<u><u>\$ 96,589,351</u></u>

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

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

1. Description of Plan

The following description of the Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan covering all eligible Saint-Gobain Containers, Inc. (the "Company") salaried employees, as defined by the Plan document. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan, along with the Saint-Gobain Containers, Inc. 401(k) Plan for Hourly Employees, is a participant in the Saint-Gobain Containers, Inc. Defined Contribution Plan Master Trust (the "Master Trust"). The Trustee is Fidelity Management Trust Company (the "Trustee").

Eligibility

Employees are eligible to join the Plan immediately upon employment with the Company. After six months of service, employees will be automatically enrolled in the Plan.

Contributions

Each year, participants may contribute up to 50 percent of eligible compensation, on a pretax or after-tax basis, as defined in the Plan. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. Participants direct the investment of their contributions into various investment options offered by the Plan. The Company match differs by division and is defined in the Plan document. The rollover contribution amount of \$941,841 and \$50,786 for 2012 and 2011, respectively, consisted largely of assets from acquired businesses.

Investment Options

Upon enrollment in the Plan, a participant may direct contributions in any of the available investment options.

Participant Accounts

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

Vesting

Participants are immediately vested in their voluntary contributions plus actual earnings thereon. Participants are vested in Company contributions in accordance with the following schedule:

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 1	0%
At least 1 year, but less than 2 years	20%
At least 2 years, but less than 3 years	40%
At least 3 years, but less than 4 years	60%
At least 4 years, but less than 5 years	80%
5 or more years	100%

Forfeited Accounts

When certain terminations of participation in the Plan occur, the nonvested portion of the participant's account, as defined by the Plan, represents a forfeiture. Forfeitures are utilized to reduce future Company contributions and future Company payments of Plan administrative expenses.

The balance in the forfeiture account for the Plan was \$60,284 and \$21,359 at December 31, 2012 and 2011, respectively. The amount of forfeitures used to reduce Company payments of Plan administrative expenses was \$19,823 in 2012. The amount of forfeitures used to reduce Company contributions was \$0 in 2012. No forfeitures were used to reduce Company payments of Plan administrative expenses or Company contributions in 2011.

Payment of Benefits

Retired or terminated participants may elect to receive a lump-sum amount immediately equal to the vested value of his or her account, a lump-sum payment at any future date, or may elect specified monthly, quarterly or annual payments. Terminated employees may maintain an account in the Plan as permitted by the Plan document.

Active employees may withdraw all or part of their after-tax accounts and Company contributions in accordance with the Plan document and Internal Revenue Service guidelines. Withdrawals of before-tax accounts requested due to financial hardship of an employee are granted in accordance with the Plan document and Internal Revenue Service guidelines following a review of the appropriate documentation by the Company. All withdrawals are subject to certain restrictions in accordance with the Plan document.

Participant Notes Receivable

Under the terms of the Plan, participants may borrow from their accounts a minimum of \$1,000 for general purpose and housing notes receivable. General purpose notes receivable must be repaid within five years and housing notes receivable within 15 years. The maximum amount that can be borrowed is the lesser of (a) 50 percent of account balance, or (b) \$50,000 reduced by any current notes receivable balance or excess of the highest outstanding notes receivable balance in the last 12 months over the current notes receivable balance.

Participant notes receivable are secured by the remainder of the vested account balance in the participants' accounts and generally bear interest at 1 percent over the prime rate. The interest rate is fixed for the life of the notes receivable.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

Plan Expenses

Plan administrative expenses are principally for loan-related and recordkeeping fees. The Company pays audit fees and certain other administrative fees on behalf of the Plan.

2. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition

Master Trust

The Managed Income Portfolio II Fund (the "Fund"), which invests in fully benefit-responsive synthetic investment contracts, is stated at contract value. Contract value represents investments at cost plus accrued interest income less amounts withdrawn to pay benefits. These investment contracts are fair valued using a discounted cash flow model that considers recent fee bids as determined by recognized dealers, discount rate, and the duration of the underlying portfolio securities. For purposes of determining the fair value of the underlying assets of the Master Trust, certain investments in money market funds are valued at cost which approximates fair value while other money market funds and mutual funds are valued at fair value based on quoted market prices. Underlying debt securities for which quotations are readily available are valued at their most recent bid prices (sales prices if the principal market is an exchange) in the principal market in which such securities are normally traded, as determined by recognized dealers in such securities, or securities are valued on the basis of information provided by a pricing service. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

Investment Contracts with Insurance Companies under the Master Trust

The Master Trust, through its investment in the Fund, invests in synthetic investment contracts. A synthetic investment contract is a wrap contract paired with an underlying investment or investments, usually a portfolio, owned by the Master Trust, of high-quality, short- to intermediate-term fixed income securities. The Master Trust purchases a wrap contract from insurance companies. Investment gains and losses are amortized over the expected duration through the calculation of the interest rate applicable to the Master Trust on a prospective basis. Wrap contracts accrue interest using a formula called the "crediting rate." Wrap contracts use the crediting rate formula to convert market value changes in the covered assets into income distributions in order to minimize the difference between the market and contract value of the covered assets over time. Using the crediting rate formula, an estimated future market value is calculated by compounding the Fund's current market value at the Fund's current yield to maturity for a period equal to the Fund's duration. The crediting rate is the discount rate that equates the estimated future market value with the Fund's current contract value. Crediting rates are reset quarterly. The wrap contracts provide a guarantee that the crediting rate will not fall below 0 percent.

Certain events limit the ability of the Master Trust to transact at contract value with the contract issuer. Such events include the following: (i) the Plan's failure to qualify under Section 401(a) or Section 401(k) of the Internal Revenue Code; (ii) the establishment of a defined contribution plan that competes with the Plan for employee contributions; (iii) any substantive modification of the Plan or the administration of the Plan that is not consented to by the wrap issuer; (iv) complete or partial termination of the Plan; (v) any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the Fund's cashflow; (vi) merger or consolidation of the Plan with another plan, the transfer of plan assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the plan sponsor; (vii) any communication given to participants by the Plan sponsor or any other Plan fiduciary that is designed to induce or influence participants not to invest in the Fund or to transfer assets out of the Fund; (viii) exclusion of a group of previously eligible employees from eligibility in the Plan; (ix) any early retirement program, group termination, group layoff, facility closing, or similar program; and (x) any transfer of assets from the Fund directly to a competing option. The Plan administrator does not believe that the occurrence of any such event, which would limit the Master Trust's ability to transact at contract value with participants, is probable.

A contract issuer may terminate a wrap contract at any time. In the event that the market value of the Fund's covered assets is below their contract value at the time of such termination, the Master Trust may elect to keep the wrap contract in place until such time as the market value of the Fund's covered assets is equal to their contract value. The synthetic investment contracts generally impose conditions on both the Master Trust and the issuer. If an event of default occurs and is not cured, the non-defaulting party may terminate the contract. The following may cause the Master Trust to be in default: a breach of material obligation under the contract; a material misrepresentation; or a material amendment to the plan agreement. The issuer may be in default if it breaches a

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

material obligation under the investment contract; makes a material misrepresentation; has a decline in its long-term credit rating below a threshold set forth in the contract; or is acquired or reorganized and the successor issuer does not satisfy the investment or credit guidelines applicable to issuers. If, in the event of default of an issuer, the Master Trust were unable to obtain a replacement investment contract, withdrawing plans may experience losses. The Master Trust may seek to add additional issuers over time to diversify the Master Trust's exposure to such risk, but there is no assurance that the Master Trust may be able to do so. The combination of the default of an issuer and an inability to obtain a replacement agreement could render the Master Trust unable to achieve its objective of maintaining a stable contract value. The terms of an investment contract generally provide for settlement of payments only upon termination of the contract or total liquidation of the covered investments. Generally, payments will be made pro rata, based on the percentage of investments covered by each issuer. Contract termination occurs whenever the contract value or market value of the covered investments reaches zero or upon certain events of default. If the contract terminates due to issuer default (other than a default occurring because of a decline in its rating), the issuer will generally be required to pay the Master Trust the excess, if any, of contract value over market value on the date of termination. If a synthetic investment contract terminates due to a decline in the rating of the issuer, the issuer may be required to pay the Master Trust the cost of acquiring a replacement contract (i.e., replacement cost) within the meaning of the contract. If the contract terminates when the market value equals zero, the issuer will pay the excess of contract value over market value to the Master Trust to the extent necessary for the Master Trust to satisfy outstanding contract value withdrawal requests. Contract termination also may occur by either party upon election and notice.

Since the synthetic investment contracts purchased by the Master Trust are fully benefit-responsive, contract value is the relevant measurement attribute for such contracts. Contract value represents contributions to the Fund plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

	2012	2011
Average yield for synthetic investment contracts:		
Based on actual earnings	1.73%	1.92%
Based on interest rate credited to participants	1.28%	1.60%

Payment of Benefits

Benefits are recorded when paid.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

Plan Participation in the Master Trust

Contributions to the Master Trust and benefits paid are accounted for specifically by the participating plans. Each plan's relative interest in the Master Trust is determined based on its proportionate share of assets contributed to the Master Trust on August 1, 2011, as adjusted for contributions and benefit payments subsequent to August 1, 2011. Investment income is allocated monthly to the participating plans based on their relative interest in the Master Trust. See Note 5 for Master Trust financial information. Each participating plan has an undivided interest in the Master Trust.

Participant Notes Receivable

Participant notes receivable are recorded at their unpaid principal balance plus any accrued interest. Participant notes receivable are written off when deemed uncollectible.

Subsequent Events

The financial statements and related disclosures include evaluation of events up through and including September 16, 2013, which is the date the financial statements were available to be issued.

3. Transfers (To) From Other Plans

From time to time, participants in the Plan change roles and responsibilities within the Company and become eligible for other Company-sponsored plans. As such, transfers to and from the Plan generally relate to participant account balances being transferred between the Plan and the Saint-Gobain Containers, Inc. 401(k) Plan for Hourly employees, another Company-sponsored plan. Other transfers related to divestitures or acquisitions activity by the Company.

Effective August 1, 2011, the Plan was created as a separate plan for the Saint-Gobain Containers (Verallia) Salaried employees. Contributions were made to the Plan starting August 1, and plan assets of approximately \$93,584,000 of investments and \$2,492,000 of participants' notes receivable were transferred on August 31, 2011 from the Saint-Gobain Corporation 401(k) Plan for Salaried Employees to the Plan.

4. Risks and Uncertainties

The Plan provides for various investment options. Investment securities, in general, are exposed to various risks, such as interest rate, market and credit risk. Due to the level of the 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 risks in the near term could materially affect participants' account balances and the amounts reported in the Statement of Net Assets Available for Benefits.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees
Notes to Financial Statements
Year Ended December 31, 2012 and Period Ended December 31, 2011

5. Investment in Master Trust

A summary of net assets of the Master Trust as of December 31 is as follows:

	<u>2012</u>	<u>2011</u>
Assets:		
Receivables	\$ 80	\$ 34,269
Investments, at fair value:		
Money market funds	16,732,049	17,186,607
Mutual funds	<u>165,382,388</u>	<u>141,575,226</u>
	182,114,437	158,761,833
Interest Income Fund:		
Money market funds, at fair value	676,889	1,075,100
Wrap rebid value, at contract value	35,458	81,650
Security-backed contracts, at contract value	<u>28,916,240</u>	<u>29,466,350</u>
Total Master Trust assets	<u>\$ 211,743,104</u>	<u>\$ 189,419,202</u>

Investment income/(loss) for the Trust is as follows:

	<u>2012</u>	<u>2011</u>
Net appreciation (depreciation) in fair value of investments:		
Mutual funds - Net appreciation (depreciation)	\$ 16,652,920	\$ (1,577,182)
Interest	1,782	590
Dividends	<u>4,620,818</u>	<u>2,464,231</u>
Total	<u>\$ 21,275,520</u>	<u>\$ 887,639</u>

The Plan's interest in the net assets of the Master Trust was approximately 47.8 percent and 48.5 percent at December 31, 2012 and 2011, respectively.

6. Plan Termination

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

7. Tax Status

The Internal Revenue Service has determined and informed the Company by letter dated May 23, 2012 that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the determination letter, management believes that the Plan is designed

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the trust and recognize a tax liability (or asset) if the trust has taken an uncertain position that more likely than not would not be sustained upon examination by the IRC. 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 no audits for any tax periods in progress.

8. Related Party Transactions

Certain Master Trust investments are shares of money market funds, mutual funds and commingled funds managed by Fidelity Investments. Fidelity Investments is an affiliate of the Trustee; therefore, transactions in these investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules of ERISA.

9. Unaudited Information

The Plan administrator has elected the method of 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 to the completeness and accuracy of all investments and participant notes receivable reflected on the accompanying Statements of Net Assets Available for Benefits as of December 31, 2012 and 2011, the related income and losses reflected in the Statements of Changes in Net Assets Available for Benefits for the year ended December 31, 2012 and the period ended December 31, 2011, the Master Trust information summarized in Note 5, and the Schedule of Assets Held at End of Year as of December 31, 2012 and 2011.

10. Reconciliation to Form 5500

The net assets on the financial statements differ from the net assets on Form 5500 due to the synthetic investment contracts held in the Master Trust being recorded at contract value on the financial statements and at fair value on Form 5500. The net assets on the financial statements were lower than on Form 5500 at December 31, 2012 and 2011 by \$476,529 and \$434,549, respectively. Additionally, the investment income from the synthetic investment contracts on Form 5500 for the year ended December 31, 2012 and the period ended December 31, 2011 is higher than the financial statements by \$41,980 and \$434,549, respectively.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees

Notes to Financial Statements

Year Ended December 31, 2012 and Period Ended December 31, 2011

11. Fair Value Measurement

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011, and the valuation techniques used by the Plan to determine those fair values.

Level 1 - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

Level 2 - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset. These Level 3 fair value measurements are based primarily on management's own estimates using pricing models, discounted cash flow methodologies, or similar techniques taking into account the characteristics of the asset.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

Saint-Gobain Containers, Inc. 401(k) Plan for Salaried Employees **Notes to Financial Statements** **Year Ended December 31, 2012 and Period Ended December 31, 2011**

Assets Measured at Fair Value on a Recurring Basis at December 31, 2012

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2012
Assets			
Master Trust Investments:			
Money market funds [1]	\$ 16,732,049	\$ 676,889	\$ 17,408,938
Mutual funds:			
Equity investments	96,345,192	-	96,345,192
Fixed income investments	35,570,292	-	35,570,292
Retirement year-based investments	33,466,904	-	33,466,904
Security-backed contracts - fixed income investments	-	29,777,616	29,777,616
	<u>\$ 182,114,437</u>	<u>\$ 30,454,505</u>	<u>\$ 212,568,942</u>

Assets Measured at Fair Value on a Recurring Basis at December 31, 2011

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Balance at December 31, 2011
Assets			
Master Trust Investments:			
Money market funds [1]	\$ 17,186,607	\$ 1,075,100	\$ 18,261,707
Mutual funds:			
Equity investments	81,524,267	-	81,524,267
Fixed income investments	33,758,281	-	33,758,281
Retirement year-based investments	26,292,678	-	26,292,678
Security-backed contracts - fixed income investments	-	30,310,567	30,310,567
	<u>\$ 158,761,833</u>	<u>\$ 31,385,667</u>	<u>\$ 190,147,500</u>

[1] This category represents short-term investments which are valued at fair value. Amounts are generally invested in actively managed common collective trust funds or interest-bearing accounts.

The Plan and Master Trust also hold other assets not measured at fair value on a recurring basis including contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

The Plan's policy is to recognize transfers in and transfers out of the Levels 1, 2, and 3 fair value classifications as of the end of the month of the event of change in circumstances that caused the transfer. During the year ended December 31, 2012 and the period ended December 31, 2011, there were no significant transfers between levels.

Saint Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 35-1958205, Plan 009
December 31, 2012**

(a)(b) Identity of Issuer, Lessor, Borrower, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
* Participants	Participant notes receivable bearing interest at rates ranging from 4.25 percent to 10.0 percent	-	<u>\$ 2,654,663</u>
			<u><u>\$ 2,654,663</u></u>

* Denotes Party-in-interest

** Cost information not required

Saint Gobain Containers, Inc. 401(k) Plan for Salaried Employees

**Schedule of Assets Held at End of Year
Form 5500, Schedule H, Item 4i
EIN 35-1958205, Plan 009
December 31, 2011**

(a)(b) Identity of Issuer, Lessor, Borrower, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost **	(e) Current Value
* Participants	Participant notes receivable bearing interest at rates ranging from 4.25 percent to 10.0 percent	-	<u>\$ 2,431,886</u>
			<u><u>\$ 2,431,886</u></u>

*** Denotes Party-in-interest**

**** Cost information not required**