

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

Part II	Basic Plan Information —enter all requested information				
1a Name of plan <u>EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>01/01/1991</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>01/01/1991</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>				
1c Effective date of plan <u>01/01/1991</u>					
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>EL DORADO PAPER BAG MFG. CO., INC.</u> <u>P. O. BOX 1585</u> <u>EL DORADO, AR 71731-1585</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td>2b Employer Identification Number (EIN) <u>71-0353953</u></td> </tr> <tr> <td>2c Sponsor's telephone number <u>870-862-4977</u></td> </tr> <tr> <td>2d Business code (see instructions) <u>322200</u></td> </tr> </table>	2b Employer Identification Number (EIN) <u>71-0353953</u>	2c Sponsor's telephone number <u>870-862-4977</u>	2d Business code (see instructions) <u>322200</u>	
2b Employer Identification Number (EIN) <u>71-0353953</u>					
2c Sponsor's telephone number <u>870-862-4977</u>					
2d Business code (see instructions) <u>322200</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. Signature of plan administrator	<u>10/10/2013</u> Date	<u>LOUIS T. HALL III</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address EL DORADO PAPER BAG MFG. CO., INC. P. O. BOX 1585 EL DORADO, AR 71731-1585		3b Administrator's EIN 71-0353953
		3c Administrator's telephone number 870-862-4977
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		5 224
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	197
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	33
d Subtotal. Add lines 6a , 6b , and 6c	6d	231
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	231
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	8
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: 1B 1G		
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 SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

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

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

A Name of plan <u>EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>EL DORADO PAPER BAG MFG. CO., INC.</u>	D Employer Identification Number (EIN) <u>71-0353953</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I	Basic Information
1	Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>
2	Assets:
a	Market value 2a <u>1084005</u>
b	Actuarial value 2b <u>1084005</u>
3	Funding target/participant count breakdown:
a	For retired participants and beneficiaries receiving payment 3a <u>1</u> <u>5517</u>
b	For terminated vested participants 3b <u>30</u> <u>46651</u>
c	For active participants:
(1)	Non-vested benefits 3c(1) <u>34883</u>
(2)	Vested benefits 3c(2) <u>528277</u>
(3)	Total active 3c(3) <u>193</u> <u>563160</u>
d	Total 3d <u>224</u> <u>615328</u>
4	If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐
a	Funding target disregarding prescribed at-risk assumptions 4a
b	Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor 4b
5	Effective interest rate 5 <u>7.32 %</u>
6	Target normal cost 6 <u>71140</u>

Statement by Enrolled Actuary

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

SIGN HERE	<u>05/16/2013</u>
Signature of actuary	Date
<u>JOHN D. GIBSON</u>	<u>11-02529</u>
Type or print name of actuary	Most recent enrollment number
<u>WERNTZ & ASSOCIATES, INC.</u>	<u>318-797-2554</u>
Firm name	Telephone number (including area code)
<u>P. O. BOX 5606</u> <u>SHREVEPORT, LA 71135</u>	
Address of the firm	

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part II Beginning of Year Carryover Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	156029	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	156029	0
10 Interest on line 9 using prior year's actual return of <u>2.13</u> %	3323	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		174631
b Interest on (a) using prior year's effective interest rate of <u>6.34</u> % except as otherwise provided (see instructions)		11072
c Total available at beginning of current plan year to add to prefunding balance		185703
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	159352	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	150.26 %
15 Adjusted funding target attainment percentage	15	127.81 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	134.38 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
09/30/2012	90000	0			
			Totals ►	18(b)	90000
				18(c)	0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	85380
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year? ☐ Yes ☒ No		
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ☐ Yes ☐ No		
c If line 20a is "Yes," see instructions and complete the following table as applicable:		
Liquidity shortfall as of end of quarter of this plan year		
(1) 1st	(2) 2nd	(3) 3rd
		(4) 4th

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

21 Discount rate:				
a Segment rates:	1st segment: 5.54%	2nd segment: 6.85%	3rd segment: 7.52 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 65
23 Mortality table(s) (see instructions) ☒ Prescribed - combined ☐ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

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

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

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

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)	31a	71140	
b Excess assets, if applicable, but not greater than line 31a	31b	71140	
32 Amortization installments:	Outstanding Balance	Installment	
a Net shortfall amortization installment	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....			0
36 Additional cash requirement (line 34 minus line 35)	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)	37	85380	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	85380	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b		
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years.....	40	0	

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

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

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

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

A Name of plan <u>EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EL DORADO PAPER BAG MFG. CO., INC.</u>	D Employer Identification Number (EIN) <u>71-0353953</u>

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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

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

BANCORP SOUTH

P. O. BOX 751
EL DORADO, AR 71731-0751

64-0782370

(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?
21	TRUSTEE	10092	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 EL DORADO PAPER BAG MFG. CO., INC.	D Employer Identification Number (EIN) 71-0353953	

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	0	48
b	Receivables (less allowance for doubtful accounts):			
	(1) Employer contributions	1b(1)	0	0
	(2) Participant contributions	1b(2)	0	0
	(3) Other.....	1b(3)	0	0
c	General investments:			
	(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	4755	141879
	(2) U.S. Government securities.....	1c(2)	191229	247706
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other.....	1c(3)(B)	516007	524905
	(4) Corporate stocks (other than employer securities):			
	(A) Preferred	1c(4)(A)	0	0
	(B) Common	1c(4)(B)	0	0
	(5) Partnership/joint venture interests	1c(5)	0	0
	(6) Real estate (other than employer real property)	1c(6)	0	0
	(7) Loans (other than to participants)	1c(7)	0	0
	(8) Participant loans	1c(8)	0	0
	(9) Value of interest in common/collective trusts.....	1c(9)	0	0
	(10) Value of interest in pooled separate accounts.....	1c(10)	0	0
	(11) Value of interest in master trust investment accounts	1c(11)	0	0
	(12) Value of interest in 103-12 investment entities	1c(12)	0	0
	(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	372014	377471
	(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
	(15) Other	1c(15)	0	0

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	1084005	1292009

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	125000
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	125000

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1084005	1167009
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	90000	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		90000
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)	7444	
(C) Corporate debt instruments	2b(1)(C)	15766	
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		23210
(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)	12157	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		12157
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	200444	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	194961	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		5483
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	43995	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		43995

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		174845

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	81749	
(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)		81749
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)	10092	
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		10092
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		91841

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		83004
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **WORLEY & ALLEN, LTD.**

(2) EIN: **71-0727279**

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		3000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.).....	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.).....	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?.....		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.).....		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			

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

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

5b(1) Name of plan(s)

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

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>EL DORADO PAPER BAG MFG. CO., INC.</u>	D Employer Identification Number (EIN) <u>71-0353953</u>

Part I	Distributions
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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>71-0353953</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>9</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
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☒ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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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): _____

EL DORADO PAPER BAG MANUFACTURING CO., INC.
UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

WORLEY & ALLEN, LTD.

Certified Public Accountants

211 N. Washington, Suite 205

El Dorado, Arkansas 71730

Terry W. Allen, CPA

Telephone 870-863-6888

Fax 870-863-8293

Independent Auditor's Report

To the Trustees of
El Dorado Paper Bag Manufacturing Co., Inc.
UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577
Retirement Plan
El Dorado, Arkansas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of El Dorado Paper Bag Manufacturing Co., Inc. - United Paperworkers International Union Local 577 Retirement Plan, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting our 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, 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 BancorpSouth Trust and Asset Management, El Dorado, Arkansas, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the

trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained certifications from the trustee, as of and for the years ended December 31, 2012 and 2011, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Schedule H, line 4i-Schedule of Assets (Held at End of Year), and Schedule H, line 4j-Schedule of Reportable Transactions, which are the responsibility of plan management, are presented for the purpose of additional analysis and are not a required part of the financial statements but are required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to and we do not express an opinion on the supplemental schedules referred to above.

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 Regulation for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Worley & Allen, L.P.

El Dorado, Arkansas
October 7 2013

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
 DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ASSETS		
Cash	\$ 48	
Cash equivalents		
Goldman Sachs Government Money Market Fund #465	141,879	\$ 4,755
Marketable securities, at fair value		
United States Government Agency securities	247,706	191,229
Canadian Governmental securities	104,006	102,451
Corporate bonds	420,899	413,556
Mutual funds	<u>377,471</u>	<u>372,014</u>
TOTAL ASSETS	1,292,009	1,084,005
LIABILITIES		
Due to investment brokers for purchase of securities	<u>125,000</u>	<u>NONE</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$1,167,009</u>	<u>\$1,084,005</u>

See Notes to Financial Statements.

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS		
Investment income		
Net appreciation (depreciation) in fair value of investments	\$ 49,478	\$ (4,739)
Interest and dividends	<u>35,367</u>	<u>28,939</u>
	84,845	24,200
Employer contribution	<u>90,000</u>	<u>189,000</u>
TOTAL ADDITIONS	<u>174,845</u>	<u>213,200</u>
DEDUCTIONS		
Benefits paid directly to participants	81,749	26,957
Administrative expense-Trustee fee	<u>10,092</u>	<u>9,005</u>
TOTAL DEDUCTIONS	<u>91,841</u>	<u>35,962</u>
NET INCREASE	83,004	177,238
NET ASSETS AVAILABLE FOR BENEFITS		
BEGINNING OF YEAR	<u>1,084,005</u>	<u>906,767</u>
END OF YEAR	<u>\$1,167,009</u>	<u>\$1,084,005</u>

See Notes to Financial Statements.

EL DORADO PAPER BAG MANUFACTURING CO., INC.
UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 1 – DESCRIPTION OF PLAN

The following brief description of El Dorado Paper Bag Manufacturing Co., Inc. - United Paperworkers International Union Local 577 Retirement Plan ("Plan") is provided for general information purposes only. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

GENERAL

The Plan is a defined benefit pension plan covering employees of El Dorado Paper Bag Manufacturing Co., Inc. ("Company") represented by United Steelworkers International Union Local 769L (formerly United Paperworkers International Union Local 577 and PACE International Union Local 5-577). It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The effective date of the Plan was January 1, 1991. Employees become eligible to participate in the Plan when they have completed one year of service and attained age 21.

PENSION BENEFITS

Normal retirement is the later of the attainment of age 65 or five years of plan participation. An early retirement option is not permitted. The monthly pension amount to be provided a participant who retires on his normal retirement will equal \$4.00 multiplied by his credited service through December 31, 1993; \$6.00 for each year of credited service for the period January 1, 1994 through March 31, 1998; \$8.00 for each year of credited service for the period April 1, 1998 through December 31, 2004; \$9.00 for a year of credited service for the year 2005; \$10.00 for a year of credited service for the year 2006; \$11.00 for a year of credited service for the year 2007; \$12.00 for a year of credited service for the year 2008; \$13.00 for a year of credited service for the year 2009 and 2010; and \$14.00 for each year of credited service after the year 2011. Service prior to January 1, 1986, is excluded. The normal form payable to a participant is an annuity that provides monthly payments to the participant for his lifetime. The Plan also provides an optional form of retirement income payable as a 50 percent joint and survivor annuity. If an employee terminates employment prior to retirement, he will be vested if he has five credited years of service. Vested terminated employees may elect to receive a lump-sum distribution.

DEATH AND DISABILITY BENEFITS

There are no death benefits other than statutory pre-retirement surviving spouse benefits. A disability benefit is not available under the plan.

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting principles requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

DATE OF MANAGEMENT'S REVIEW

Subsequent events were evaluated through October 7, 2013 which is the date the financial statements were available to be issued.

INVESTMENT VALUATION AND INCOME RECOGNITION

The Plan's investments are stated at fair value. Quoted market prices are used to value investments. Shares of mutual funds are valued at quoted market prices which represent the net asset value of shares held by the Plan at year-end.

Purchases and sales of securities are recorded on a trade-date basis. Dividends and interest are recorded when received.

PAYMENT OF BENEFITS

Benefit payments to participants are recorded upon distribution.

OPERATING EXPENSES

Expenses of maintaining the Plan are paid by the Company.

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits are based on years of service rendered by employees as of the valuation date.

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS (CONTINUED)

The actuarial present value of accumulated plan benefits is determined by an actuary from Werntz & Associates, Inc. and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money and the probability of payment between the valuation date and the expected date of payment. The significant actuarial assumptions used in the valuations as of December 31, 2011 and 2010, were (a) life expectancy of participants (applicable 2012 and 2011 tables (1994 GAR projected to current year)), (b) retirement age assumptions (age 65 and five years of participation), and (c) investment return. The valuations included an average rate of return of 6.5 percent, a \$9,000 load to retirement benefits for administrative expenses which will be paid by the trust, and turnover rates based on termination rates from the Actuary's Pension Handbook. The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuarial present value of accumulated plan benefits as of January 1, 2012 and 2011 (the beginning of the Plan's years ending December 31, 2012 and 2011), are as follows:

	<u>2012</u>	<u>2011</u>
Vested benefits		
Active participants	\$ 836,000	\$ 654,000
Terminated participants not yet receiving benefits	80,000	28,000
Participants and beneficiaries receiving benefits	<u>6,000</u>	<u>6,000</u>
	922,000	688,000
Non-vested benefits	<u>68,000</u>	<u>38,000</u>
	<u>\$ 990,000</u>	<u>\$ 726,000</u>

Changes in the actuarial present value of accumulated plan benefits are as follows:

Actuarial present value of accumulated plan benefits at January 1, 2011	\$ 726,000
Increase due to benefits accumulated	98,000
Increase for interest due to decrease in discount period	42,000
Decrease for benefits paid	(27,000)
Increase due to change in assumptions (417(e) interest and mortality)	<u>151,000</u>
Actuarial present value of accumulated plan benefits at January 1, 2012	<u>\$ 990,000</u>

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
NOTES TO THE FINANCIAL STATEMENTS
DECEMBER 31, 2012 AND 2011

NOTE 3 – FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in accompanying statement of net assets available for benefits.

		Fair Value Measurements at Reporting Date Using:		
	Fair Value	Quoted Prices In Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
<u>December 31, 2012</u>				
U.S. Government Securities	\$ 247,706	\$ 247,706		
Canadian Governmental securities	104,006	104,006		
Corporate Bonds	420,899	420,899		
Mutual Funds	<u>377,471</u>	<u>377,471</u>		
Total	<u>\$1,150,082</u>	<u>\$1,150,082</u>		
<u>December 31, 2011</u>				
U.S. Government Securities	\$ 191,229	\$ 191,229		
Canadian Governmental securities	102,451	102,451		
Corporate Bonds	413,556	413,556		
Mutual Funds	<u>372,014</u>	<u>372,014</u>		
Total	<u>\$1,079,250</u>	<u>\$1,079,250</u>		

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, and Level 3 inputs have the lowest priority. The plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. All Plan investments for 2012 and 2011 are measured using Level 1 inputs.

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 4 – FUNDING POLICY

In 2012 and 2011, the Company contributed the maximum amount to the Plan allowed by Federal income tax laws, as computed by the actuary. As established by the plan agreement, employees do not contribute to the Plan. The Company's contributions for 2012 and 2011 exceeded the minimum funding requirements of ERISA.

NOTE 5 – PLAN TERMINATION

In the event the Plan terminates, the net assets of the Plan will be allocated as proscribed by ERISA and its related regulations. Should the plan terminate at some future time, its net assets generally will not be available on a pro rata basis to provide participants' benefits. Whether a particular participant's accumulated plan benefits will be paid depends on both the priority of those benefits and the level of benefits guaranteed by the Pension Benefit Guaranty Corporation (PBGC) (a U.S. government agency) at that time. Some benefits may be fully or partially provided for by the then existing assets and the PBGC guaranty while other benefits may not be provided for at all.

NOTE 6 – INVESTMENTS

The following presents the fair values of investments that represent 5% or more of the Plan's assets.

	<u>2012</u>	<u>2011</u>
Federal Home Loan Bank-\$75,000-2.25% due November 1, 2022	\$ 75,051	\$ -
Federal Home Loan Bank-\$125,000-1.45% due January 3, 2020	124,889	-
Federal Home Loan Bank-125,000-4.05% due December 18, 2019	-	129,408
Goldman Sachs Government Money Market Fund #465	141,879	-
T Rowe Price Growth Stock Fund, 2811.129 shares in 2012 and 2926.073 shares in 2011	106,204	92,648

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 6 – INVESTMENTS (CONTINUED)

During 2012 and 2011, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value by \$49,478 and (\$4,739) respectively as follows:

	<u>2012</u>	<u>2011</u>
U. S. Government Securities	\$ (3,523)	\$ 1,490
Canadian Government Securities	1,556	(518)
Corporate Bonds	7,343	12,760
Mutual Funds	<u>44,102</u>	<u>(18,471)</u>
	<u>\$ 49,478</u>	<u>\$ (4,739)</u>

NOTE 7 – TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated November 30, 2004, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with applicable requirements of the IRC.

NOTE 8 – RISKS AND UNCERTAINTIES

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

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

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 9 – INFORMATION CERTIFIED BY TRUSTEE

The following information, as of and for the years ended December 31, 2012 and 2011, was furnished by BancorpSouth Trust and Asset Management, El Dorado, Arkansas, trustee for the Plan's trust, and was certified by them to be complete, true, and accurate.

	<u>2012</u>	<u>2011</u>
Assets held (at fair value as determined by quoted market price):		
Cash	\$ <u>48</u>	
Cash equivalents		
Goldman Sachs Government Money Market Fund #465	<u>141,879</u>	\$ <u>4,755</u>
U. S. Government Agency securities		
Federal Home Loan Bank bonds		
\$75,000 - 2.25% due November 1, 2022	75,051	
\$125,000 - 1.45% due January 3, 2020	124,889	
\$125,000 - 4.05% due December 18, 2019		129,408
Federal Farm Credit Bank bond		
\$15,000 - 2.75% due July 26, 2017		15,146
Tennessee Valley Authority bond		
\$45,000 - 4.375% due June 15, 2041	<u>47,766</u>	<u>46,675</u>
Total U. S. Government Agency securities	<u>247,706</u>	<u>191,229</u>
Canadian Governmental securities		
Canadian Government Bonds		
\$50,000 - 2.375% due September 10, 2014	51,775	52,506
Quebec Province Bonds		
\$50,000 - 2.75% due August 25, 2021	<u>52,231</u>	<u>49,945</u>
Total Canadian Governmental securities	<u>104,006</u>	<u>102,451</u>
Corporate Bonds		
Berkshire Hathaway, Inc. Bond		
\$50,000 - 3.2% due February 11, 2015	52,639	53,008
Citigroup Funding Corporation Bond		
\$50,000 - 4% due August 11, 2020	51,130	48,198
Hewlett-Packard Company Bond		
\$40,000 - 3.75% due December 1, 2020	38,756	39,483
Intel Corporation Bond		
\$20,000 - 1.95% due October 1, 2016	20,662	20,560
Nucor Corporation Bond		
\$25,000 - 4.125% due September 15, 2022	27,648	27,026
Occidental Petroleum Bond		
\$50,000 - 3.125% due February 15, 2022	53,185	51,292
Total Capital SA Corporate Bond		
50,000 - 3.125% due October 2, 2015	53,218	52,951
Verizon Communications Bond		
\$10,000 - 2.0% due November 1, 2016	10,349	10,028

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 9 – INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2012</u>	<u>2011</u>
Corporate Bonds (Continued)		
Wal-Mart Stores, Inc. Bonds		
\$25,000 - 4.125% due February 1, 2019	28,446	28,010
\$30,000 - 3.25% due October 25, 2020	32,662	32,080
Walt Disney Co. Bond		
\$50,000 - 2.75% due August 16, 2021	<u>52,204</u>	<u>50,920</u>
Total Corporate Bonds	<u>420,899</u>	<u>413,556</u>
Mutual funds		
Dodge & Cox Income Fund	9,008	11,043
Dodge & Cox Stock Fund	19,250	18,283
DWS Dreman Small Cap Value Fund	14,966	14,473
Federated Intercontinental Fund	14,912	13,594
Fidelity Advisor New Insight Fund	28,993	28,512
Fidelity Low Price Stock Fund #316		18,493
Franklin Mutual Discovery Z Fund	42,430	44,254
Goldman Sachs Short Duration Government Fund		2,743
John Hancock Disciplined Value Mid Cap Fund	19,068	
John Hancock Strategic Income Opportunities Fund	2,107	2,756
Pioneer Multi-Asset Floating Rate Fund	3,670	2,741
Pioneer Strategic Income Fund	6,738	8,213
Royce Pennsylvania Mutual Fund	24,109	23,765
T. Rowe Price Equity Income Fund	18,213	19,340
T. Rowe Price Mid Cap Growth Fund	43,916	43,373
T. Rowe Price Growth Stock	106,204	92,648
Vanguard Bond Index Fund #222	<u>23,887</u>	<u>27,783</u>
Total mutual funds	<u>377,471</u>	<u>372,014</u>
Total Assets	<u>1,292,009</u>	<u>1,084,005</u>
Liabilities		
Due to investment brokers for purchase of securities	<u>125,000</u>	<u>NONE</u>
NET ASSETS	<u>\$1,167,009</u>	<u>\$1,084,005</u>

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 9 – INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2012</u>	<u>2011</u>
Changes in net assets:		
Net appreciation (depreciation) in fair value of investments	\$ 49,478	\$ (4,739)
Dividend and interest income	35,367	28,939
Employer contributions	<u>90,000</u>	<u>189,000</u>
Total additions	<u>174,845</u>	<u>213,200</u>
Benefits paid directly to participants	81,749	26,957
Trustee fee	<u>10,092</u>	<u>9,005</u>
Total deductions	<u>91,841</u>	<u>35,962</u>
NET INCREASE IN NET ASSETS	<u>\$ 83,004</u>	<u>\$ 177,238</u>
Security transactions:		
Purchases		
Goldman Sachs Government		
Money Market Fund #465	\$ 309,817	\$ 415,418
U. S. Government Agency securities		
Federal Home Loan Bank bonds		
\$75,000 – 2.25% due November 1, 2022	75,000	
\$125,000 – 1.45% due January 3, 2020	125,000	
\$45,000 – 3.3% due November 24, 2020		44,818
Tennessee Valley Authority bond		
\$45,000 - 4.375% due June 15, 2041		45,000
Canadian Governmental securities		
Canadian Government Bonds		
\$50,000 – 2.375% due September 10, 2014		53,033
Quebec Province Bonds		
\$50,000 – 2.75% due August 25, 2021		49,936

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 9 – INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2012</u>	<u>2011</u>
Corporate Bonds		
Hewlett-Packard Company Bond		
\$40,000 – 3.75% due December 1, 2020		39,965
Intel Corporation Bond		
\$20,000 – 1.95% due October 1, 2016		20,163
Nucor Corporation Bond		
\$25,000 – 4.125% due September 15, 2022		25,147
Occidental Petroleum Bond		
\$50,000 – 3.125% due February 15, 2022		50,579
Verizon Communications Bond		
\$10,000 – 2.0% due November 1, 2016		10,055
Walt Disney Co. Bond		
\$50,000 – 2.75% due August 16, 2021		49,784
Mutual funds		
Dodge & Cox Income Fund		10,435
John Hancock Disciplined Value Mid Cap Fund	19,549	
John Hancock Strategic Income Opportunities Fund		3,004
Pioneer Multi-Asset Floating Rate Fund		3,004
Pioneer Multi-Asset Ultrashort income Fund	2,248	
Pioneer Strategic Income Fund		8,100
Vanguard Bond Index Fund #222		25,121
	<u> </u>	<u> </u>
TOTAL PURCHASES	<u>\$ 531,614</u>	<u>\$ 853,562</u>

(Continued)

EL DORADO PAPER BAG MANUFACTURING CO., INC.
 UNITED PAPERWORKERS INTERNATIONAL UNION LOCAL 577 RETIREMENT PLAN
 NOTES TO THE FINANCIAL STATEMENTS
 DECEMBER 31, 2012 AND 2011

NOTE 9 – INFORMATION CERTIFIED BY TRUSTEE (CONTINUED)

	<u>2012</u>	<u>2011</u>
Sales		
Goldman Sachs Government Money Market Fund #465	\$ 172,693	\$ 453,742
Federal Home Loan Bank bonds		
\$125,000 – 4.05% due December 18, 2019	125,000	
\$50,000 - 4.00% due May 13, 2019		50,000
\$50,000 - 2.50% due May 20, 2013		50,000
\$30,000 - 2.625% due August 5, 2013		30,000
\$15,000 - 4.370% due February 10, 2010		15,000
\$45,000 - 3.30% due November 24, 2020		45,000
Federal Farm Credit Bank bond		
\$15,000 – 2.75% due July 26, 2017	15,000	
Mutual Funds		
Dodge & Cox Income Fund	2,488	990
Dodge & Cox Stock Fund	2,625	485
DWS Dreman Small Cap Value Fund	1,310	2,070
Federated Intercontinental Fund	1,313	308
Fidelity Advisor New Insight Fund	3,940	665
Fidelity Low Price Stock Fund #316	19,694	270
Franklin Mutual Discovery Z Fund	3,940	668
Goldman Sachs Short Duration Government Fund	2,748	7,755
John Hancock Disciplined Value Mid Cap Fund	2,625	
John Hancock Strategic Income Opportunities Fund	808	263
Pioneer Multi-Asset Floating Rate Fund	1,368	263
Pioneer Strategic Income Fund	1,928	748
Royce Pennsylvania Mutual Fund	1,310	308
T. Rowe Price Equity Income Fund	3,940	665
T. Rowe Price Mid Cap Growth Fund	2,625	548
T. Rowe Price Growth Stock	3,625	485
Vanguard GNMA Portfolio Fund #36		37,301
Vanguard Bond Index Fund #222	4,157	2,425
TOTAL SALES	<u>\$ 373,137</u>	<u>\$ 699,959</u>

SUPPLEMENTAL INFORMATION

EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN
EIN: 71-0353953
PLAN NUMBER: 002
SCHEDULE H, LINE 4I-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE	(c) DESCRIPTION OF INVESTMENT	(d) COST	(e) CURRENT VALUE
	GOLDMAN SACHS GOVERNMENT MONEY MARKET FUND #465	CASH EQUIVALENT	\$141,879	\$141,879
	FEDERAL HOME LOAN BANK	\$75,000-2.25% DUE NOVEMBER 1, 2022	75,000	75,051
	FEDERAL HOME LOAN BANK	\$125,000-1.45% DUE JANUARY 3, 2020	125,000	124,889
	TENNESSEE VALLEY AUTHORITY	\$45,000-4.375% DUE JUNE 15, 2041	45,000	47,766
	CANADIAN GOVERNMENTAL	\$50,000-2.375% DUE SEPTEMBER 10, 2014	53,033	51,775
	QUEBEC PROVINCE	\$50,000-2.75% DUE AUGUST 25, 2021	49,935	52,231
	BERKSHIRE HATHAWAY, INC.	\$50,000-3.20% DUE FEBRUARY 11, 2015	51,525	52,639
	CITIGROUP FUNDING CORPORATION	\$50,000-4.00% DUE AUGUST 11, 2020	50,000	51,130
	HEWLETT-PACKARD CO.	\$40,000-3.75% DUE DECEMBER 1, 2020	39,965	38,756
	INTEL CORPORATION	\$20,000-1.95% DUE OCTOBER 1, 2016	20,163	20,662
	NUCOR CORPORATION	\$25,000-4.125% DUE SEPTEMBER 15, 2022	25,147	27,648
	OCCIDENTAL PETROLEUM	\$50,000-3.125% DUE FEBRUARY 15, 2022	50,579	53,185
	TOTAL CAPITAL SA	\$50,000-3.125% DUE OCTOBER 2, 2015	51,000	53,218
	VERIZON COMMUNICATIONS INC	\$10,000-2.0% DUE NOVEMBER 1, 2016	10,055	10,349
	WALMART STORES, INC.	\$25,000-4.125% DUE FEBRUARY 1, 2019	25,968	28,446
	WALMART STORES, INC.	\$30,000-3.25% DUE OCTOBER 25, 2020	28,375	32,662
	WALT DISNEY CO.	\$50,000-2.75% DUE AUGUST 16, 2021	49,783	52,204
	DODGE & COX INCOME FUND	649.906 SHARES	8,558	9,008
	DODGE & COX STOCK FUND	157.919 SHARES	19,585	19,250
	DWS DREMAN SMALL CAP VALUE FUND	406.896 SHARES	13,334	14,966
	FEDERATED INTERCONTINENTAL FUND	301.870 SHARES	16,179	14,912
	FIDELITY ADVISOR NEW INSIGHT FUND	1259.490 SHARES	23,706	28,993
	FRANKLIN MUTUAL DISCOVERY Z FUND	1481.477 SHARES	45,484	42,430
	JOHN HANCOCK DISCIPLINED VALUE MID CAP FUND	1433.674 SHARES	17,104	19,068
	JOHN HANCOCK STRATEGIC INCOME OPPORTUNITIES	189.300 SHARES	1,971	2,107
	PIONEER MULTI-ASSET FLOATING RATE FUND	363.734 SHARES	3,630	3,670
	PIONEER STRATEGIC INCOME FUND	597.296 SHARES	6,283	6,738
	ROYCE PENNSYLVANIA MUTUAL FUND	2096.457 SHARES	20,214	24,109
	T ROWE PRICE EQUITY INCOME FUND	688.582 SHARES	16,423	18,213
	T ROWE PRICE GROWTH STOCK FUND	2811.129 SHARES	78,605	106,204
	T ROWE PRICE MID CAP GROWTH FUND	777.695 SHARES	35,887	43,916
	VANGUARD BOND INDEX FUND #222	2153.881 SHARES	23,094	23,887
			<u>\$1,222,464</u>	<u>\$1,291,961</u>

EL DORDO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN
EIN 71-0353953
PLAN NUMBER: 002
SCHEDULE H, LINE 4J-REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET (INCLUDE INTEREST RATE AND MATURITY IN CASE OF A LOAN)	PURCHASE PRICE	SELLING PRICE	LEASE RENTAL	EXPENSES INCURRED WITH TRANSACTION	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN OR (LOSS)
	FEDERAL HOME LOAN BANK; \$75,000-2.25% DUE NOVEMBER 1, 2022	75,000				75,000	75,051	0
	FEDERAL HOME LOAN BANK; \$125,000- 1.450% DUE JANUARY 3, 2020	125,000				125,000	124,889	0
	FEDERAL HOME LOAN BANK; \$125,000-4.05% DUE DECEMBER 18, 2019		125,000			125,000	125,000	0

Years of Credited Service

[illegible]

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods

El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

Valuation Date: 1/1/2012

Funding Method: As prescribed in IRC Section 430

Age - Eligibility age at last birthday and other ages at nearest birthday

New participants are not included in current year's valuation

Retrospective Compensation - Current compensation

Form of Payment - Assumed form of payment for funding is lump sum equivalent of normal form. Funding Target for lump sum is the greater of the present value of accrued benefit computed using funding segment rates and 417(e) Applicable Mortality Table or lump sum at the assumed retirement date of accrued benefit using plan actuarial equivalence discounted using appropriate segment rate. Lump sum on plan actuarial equivalence rates will not exceed 415 maximum allowable distribution, which is the lesser amount computed using a) 5.5% interest and the Applicable Mortality Table or b) plan actuarial equivalence interest and mortality

Interest Rates -

Segment rates for the Valuation Date as permitted under IRC 430(h)(2)(C)

Segment #	Year	Rate %
Segment 1	0 - 5	1.98
Segment 2	6 - 20	5.07
Segment 3	> 20	6.19

Segment rates as of September 30, 2011 As permitted under IRC 430(h)(2)(C)(iv)(II)

Segment #	Year	Rate %
Segment 1	0 - 5	5.54
Segment 2	6 - 20	6.85
Segment 3	> 20	7.52

Pre-Retirement - Mortality Table - None

Turnover/Disability - None

Salary Scale - None

Expense Load - \$9,000

Ancillary Ben Load - None

Post-Retirement - Mortality Table - 12C - 2012 Funding Target - Combined - IRC 430(h)(3)(A)

Cost of Living - None

Lump Sum - U84 - 1984 Unisex at 7%

or

12E - 2012 Applicable Mortality Table for 417(e) (unisex)

Asset Valuation Method: Fair market value of assets adjusted for contributions under IRC 430(g)(4)

EL DORDO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN
EIN 71-0353953
PLAN NUMBER: 002
SCHEDULE H, LINE 4j-REPORTABLE TRANSACTIONS
DECEMBER 31, 2012

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
IDENTITY OF PARTY INVOLVED	DESCRIPTION OF ASSET (INCLUDE INTEREST RATE AND MATURITY IN CASE OF A LOAN)	PURCHASE PRICE	SELLING PRICE	LEASE RENTAL	EXPENSES INCURRED WITH TRANSACTION	COST OF ASSET	CURRENT VALUE OF ASSET ON TRANSACTION DATE	NET GAIN OR (LOSS)
	FEDERAL HOME LOAN BANK; \$75,000-2.25% DUE NOVEMBER 1, 2022	75,000				75,000	75,051	0
	FEDERAL HOME LOAN BANK; \$125,000- 1.450% DUE JANUARY 3, 2020	125,000				125,000	124,889	0
	FEDERAL HOME LOAN BANK; \$125,000-4.05% DUE DECEMBER 18, 2019		125,000			125,000	125,000	0

**SCHEDULE SB
(Form 5500)**

Department of the Treasury

Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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

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

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

OMB No. 1210-0110

2012**This Form is Open to Public
Inspection**

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

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

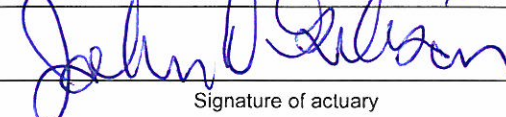
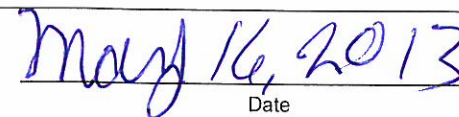
A Name of plan EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN		B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF EL DORADO PAPER BAG MFG. CO., INC.		D Employer Identification Number (EIN) 71-0353953
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B		F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☐ More than 500

Part I Basic Information

1 Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2012</u>		
2 Assets:		
a Market value	2a	1084005
b Actuarial value	2b	1084005
3 Funding target/participant count breakdown:		
		(1) Number of participants
a For retired participants and beneficiaries receiving payment.....	3a	1
b For terminated vested participants.....	3b	30
c For active participants:		(2) Funding Target
(1) Non-vested benefits	3c(1)	34883
(2) Vested benefits	3c(2)	528277
(3) Total active.....	3c(3)	193
d Total.....	3d	224
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐		
a Funding target disregarding prescribed at-risk assumptions	4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b	
5 Effective interest rate	5	7.32%
6 Target normal cost.....	6	71140

Statement by Enrolled Actuary

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

SIGN HERE		
John D. Gibson Signature of actuary		Date 1102529
Werntz & Associates, Inc. Type or print name of actuary		Most recent enrollment number 318-797-2554
P. O. Box 5606 Shreveport LA 71135 Firm name Address of the firm		Telephone number (including area code)

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

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

Schedule SB (Form 5500) 2012
v. 120126

Part V Assumptions Used to Determine Funding Target and Target Normal Cost**21** Discount rate:**a** Segment rates:1st segment:
5.54%2nd segment:
6.85%3rd segment:
7.52%☐ N/A, full yield curve used**b** Applicable month (enter code).....**21b**

0

22 Weighted average retirement age**22**

65

23 Mortality table(s) (see instructions) ☒

Prescribed - combined

☐ Prescribed - separate☐ Substitute**Part VI Miscellaneous Items****24** Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**25** Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ☐ Yes ☒ No**26** Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ☒ Yes ☐ No**27** If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.**27****Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years****28** Unpaid minimum required contributions for all prior years**28**

0

29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....**29**

0

30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)**30**

0

Part VIII Minimum Required Contribution For Current Year**31** Target normal cost and excess assets (see instructions):**a** Target normal cost (line 6).....**31a**

71140

b Excess assets, if applicable, but not greater than line 31a**31b**

71140

32 Amortization installments:

Outstanding Balance

Installment

a Net shortfall amortization installment.....

0

0

b Waiver amortization installment.....

0

0

33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount**33****34** Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)**34**

0

Carryover balance

Prefunding balance

Total balance

35 Balances elected for use to offset funding requirement.....

0

36 Additional cash requirement (line 34 minus line 35).....**36**

0

37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....**37**

85380

38 Present value of excess contributions for current year (see instructions)**a** Total (excess, if any, of line 37 over line 36)**38a**

85380

b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances**38b****39** Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)**39**

0

40 Unpaid minimum required contributions for all years**40**

0

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

Schedule SB, Part V

Summary of Plan Provisions

El Dorado Paper Bag Upiu Local 577 Retirement Plan 71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

<u>Employer:</u>	El Dorado Paper Bag
Type of Entity -	C-Corporation
EIN: 71-0353953	TIN: Plan #: 002
<u>Dates:</u>	Effective - 1/1/1991 Year end - 12/31/2012 Valuation - 1/1/2012
<u>Eligibility:</u>	All employees excluding non-resident aliens, members of an excluded class and union
	Minimum age - 21 Months of service - 12
Hours Required for -	Eligibility - 1000 Benefit accrual - 1000 Vesting - 1000
Plan Entry -	First day of 1st or 7th month of plan year on or next following eligibility satisfaction
<u>Retirement:</u>	Normal - First of month coincident with or next following attainment of age 65 and completion of 5 years of participation
	Early - Not provided
<u>Average Compensation:</u>	Current compensation
Top Heavy Minimum Benefit -	Highest 5 consecutive top heavy years of participation
<u>Plan Benefits:</u>	Retirement - Derived from the unit credit benefit formula below: \$4.00 per year of service after 12/31/1985 before 1/1/1994 limited to 8 year(s) plus \$6.00 per year of service after 12/31/1993 before 1/1/1998 limited to 4 year(s) plus \$7.50 per year of service after 12/31/1997 before 1/1/1999 limited to 1 year(s) plus \$8.00 per year of service after 12/31/1998 before 1/1/2005 limited to 6 year(s) plus \$9.00 per year of service after 12/31/2004 before 1/1/2006 limited to 1 year(s) plus \$10.00 per year of service after 12/31/2005 before 1/1/2007 limited to 1 year(s) plus \$11.00 per year of service after 12/31/2006 before 1/1/2008 limited to 1 year(s) plus \$12.00 per year of service after 12/31/2007 before 1/1/2009 limited to 1 year(s) plus \$13.00 per year of service after 12/31/2008 before 1/1/2011 limited to 2 year(s) plus \$14.00 per year of service after 12/31/2010 Accrued Benefit - Unit credit based on service Minimum Benefit - None Maximum Benefit - None Maximum allowable distribution is lump sum equivalent of normal form not to exceed 415 maximum allowable distribution, which is the lesser amount computed using a) 5.5% interest and the Applicable Mortality Table or b) plan actuarial equivalence interest and mortality Death Benefit - Qualified Pre-Retirement Survivor Annuity
<u>Top Heavy Minimum:</u>	None
<u>IRS Limitations:</u>	415 Limits - Percent: 999 Dollar: \$200,000 Maximum 401(a)(17) compensation - \$250,000
<u>Normal Form:</u>	Life Annuity
<u>Optional Forms:</u>	Lump Sum Life Annuity Guaranteed for 10 Years Joint with 50%, 75% or 100% Survivor Benefit
<u>Vesting Schedule:</u>	100% vested in 5 years. Service is calculated using all years of service except years prior to plan effective date

Schedule SB, Part V

Summary of Plan Provisions

El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

Present Value of Accrued Benefit: Based on the greater of 417(e) or Actuarial Equivalence

417(e):

Interest Rates -

Segment #	Years	Rate %
Segment 1	0 - 5	1.99
Segment 2	6 - 20	4.47
Segment 3	> 20	5.26

Mortality Table - 12E - 2012 Applicable Mortality Table for 417(e) (unisex)

Actuarial Equivalence:

Pre-Retirement - Interest - 7%
Mortality Table - U84 - 1984 Unisex

Post-Retirement - Interest - 7%
Mortality Table - U84 - 1984 Unisex

Schedule SB, Part V

Statement of Actuarial Assumptions/Methods

El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

Valuation Date: 1/1/2012

Funding Method: As prescribed in IRC Section 430

Age - Eligibility age at last birthday and other ages at nearest birthday

New participants are not included in current year's valuation

Retrospective Compensation - Current compensation

Form of Payment - Assumed form of payment for funding is lump sum equivalent of normal form. Funding Target for lump sum is the greater of the present value of accrued benefit computed using funding segment rates and 417(e) Applicable Mortality Table or lump sum at the assumed retirement date of accrued benefit using plan actuarial equivalence discounted using appropriate segment rate. Lump sum on plan actuarial equivalence rates will not exceed 415 maximum allowable distribution, which is the lesser amount computed using a) 5.5% interest and the Applicable Mortality Table or b) plan actuarial equivalence interest and mortality

Interest Rates -

Segment rates for the Valuation Date as permitted under IRC 430(h)(2)(C)

Segment #	Year	Rate %
Segment 1	0 - 5	1.98
Segment 2	6 - 20	5.07
Segment 3	> 20	6.19

Segment rates as of September 30, 2011 As permitted under IRC 430(h)(2)(C)(iv)(II)

Segment #	Year	Rate %
Segment 1	0 - 5	5.54
Segment 2	6 - 20	6.85
Segment 3	> 20	7.52

Pre-Retirement - Mortality Table - None

Turnover/Disability - None

Salary Scale - None

Expense Load - \$9,000

Ancillary Ben Load - None

Post-Retirement - Mortality Table - 12C - 2012 Funding Target - Combined - IRC 430(h)(3)(A)

Cost of Living - None

Lump Sum - U84 - 1984 Unisex at 7%

or

12E - 2012 Applicable Mortality Table for 417(e) (unisex)

Asset Valuation Method: Fair market value of assets adjusted for contributions under IRC 430(g)(4)

Schedule SB, line 19 -
Discounted Employer Contributions
El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002
For the plan year 1/1/2012 through 12/31/2012
Valuation Date: 1/1/2012

	Date	Amount	Adjusted Contribution	Adjusted Prior Year Contribution	Adjusted Quarterly	Effective Rate	Penalty Rate
Deposited Contribution	9/30/2012	\$90,000					
Applied to Additional Contribution	1/1/2012	90,000	85,380	0	0	7.32	0
Totals for Deposited Contribution		\$90,000	\$85,380	\$0	\$0		

**Schedule SB, line 22 -
Description of Weighted Average Retirement Age**

El Dorado Paper Bag Upiu Local 577 Retirement Plan

71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

The age reported is the average of the assumed retirement ages for all active participants as of the valuation date rounded to the nearest whole age. For an active late retiree, the assumed retirement age may be later than the Plan's normal retirement age. Each participant's rate of retirement is assumed to be 100% of his/her assumed retirement age.

Years of Credited Service

[illegible]

Schedule SB, line 19 -
Discounted Employer Contributions
El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002
For the plan year 1/1/2012 through 12/31/2012
Valuation Date: 1/1/2012

	Date	Amount	Adjusted Contribution	Adjusted Prior Year Contribution	Adjusted Quarterly	Effective Rate	Penalty Rate
Deposited Contribution	9/30/2012	\$90,000					
Applied to Additional Contribution	1/1/2012	90,000	85,380	0	0	7.32	0
Totals for Deposited Contribution		\$90,000	\$85,380	\$0	\$0		

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

El Dorado Paper Bag Upiu Local 577 Retirement Plan

71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

The age reported is the average of the assumed retirement ages for all active participants as of the valuation date rounded to the nearest whole age. For an active late retiree, the assumed retirement age may be later than the Plan's normal retirement age. Each participant's rate of retirement is assumed to be 100% of his/her assumed retirement age.

Schedule SB, Part V

Summary of Plan Provisions

El Dorado Paper Bag Upiu Local 577 Retirement Plan 71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

<u>Employer:</u>	El Dorado Paper Bag
Type of Entity -	C-Corporation
EIN: 71-0353953	TIN: Plan #: 002
<u>Dates:</u>	Effective - 1/1/1991 Year end - 12/31/2012 Valuation - 1/1/2012
<u>Eligibility:</u>	All employees excluding non-resident aliens, members of an excluded class and union
	Minimum age - 21 Months of service - 12
Hours Required for -	Eligibility - 1000 Benefit accrual - 1000 Vesting - 1000
Plan Entry -	First day of 1st or 7th month of plan year on or next following eligibility satisfaction
<u>Retirement:</u>	Normal - First of month coincident with or next following attainment of age 65 and completion of 5 years of participation
	Early - Not provided
<u>Average Compensation:</u>	Current compensation
Top Heavy Minimum Benefit -	Highest 5 consecutive top heavy years of participation
<u>Plan Benefits:</u>	Retirement - Derived from the unit credit benefit formula below: \$4.00 per year of service after 12/31/1985 before 1/1/1994 limited to 8 year(s) plus \$6.00 per year of service after 12/31/1993 before 1/1/1998 limited to 4 year(s) plus \$7.50 per year of service after 12/31/1997 before 1/1/1999 limited to 1 year(s) plus \$8.00 per year of service after 12/31/1998 before 1/1/2005 limited to 6 year(s) plus \$9.00 per year of service after 12/31/2004 before 1/1/2006 limited to 1 year(s) plus \$10.00 per year of service after 12/31/2005 before 1/1/2007 limited to 1 year(s) plus \$11.00 per year of service after 12/31/2006 before 1/1/2008 limited to 1 year(s) plus \$12.00 per year of service after 12/31/2007 before 1/1/2009 limited to 1 year(s) plus \$13.00 per year of service after 12/31/2008 before 1/1/2011 limited to 2 year(s) plus \$14.00 per year of service after 12/31/2010 Accrued Benefit - Unit credit based on service Minimum Benefit - None Maximum Benefit - None Maximum allowable distribution is lump sum equivalent of normal form not to exceed 415 maximum allowable distribution, which is the lesser amount computed using a) 5.5% interest and the Applicable Mortality Table or b) plan actuarial equivalence interest and mortality Death Benefit - Qualified Pre-Retirement Survivor Annuity
<u>Top Heavy Minimum:</u>	None
<u>IRS Limitations:</u>	415 Limits - Percent: 999 Dollar: \$200,000 Maximum 401(a)(17) compensation - \$250,000
<u>Normal Form:</u>	Life Annuity
<u>Optional Forms:</u>	Lump Sum Life Annuity Guaranteed for 10 Years Joint with 50%, 75% or 100% Survivor Benefit
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Schedule SB, Part V

Summary of Plan Provisions

El Dorado Paper Bag Upiu Local 577 Retirement Plan
71-0353953 / 002

For the plan year 1/1/2012 through 12/31/2012

Present Value of Accrued Benefit: Based on the greater of 417(e) or Actuarial Equivalence

417(e):

Interest Rates -

Segment #	Years	Rate %
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Mortality Table - U84 - 1984 Unisex

EL DORADO PAPER BAG UPIU LOCAL 577 RETIREMENT PLAN
EIN: 71-0353953
PLAN NUMBER: 002
SCHEDULE H, LINE 4i-SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) IDENTITY OF ISSUE	(c) DESCRIPTION OF INVESTMENT	(d) COST	(e) CURRENT VALUE
	GOLDMAN SACHS GOVERNMENT MONEY MARKET FUND #465	CASH EQUIVALENT	\$141,879	\$141,879
	FEDERAL HOME LOAN BANK	\$75,000-2.25% DUE NOVEMBER 1, 2022	75,000	75,051
	FEDERAL HOME LOAN BANK	\$125,000-1.45% DUE JANUARY 3, 2020	125,000	124,889
	TENNESSEE VALLEY AUTHORITY	\$45,000-4.375% DUE JUNE 15, 2041	45,000	47,766
	CANADIAN GOVERNMENTAL	\$50,000-2.375% DUE SEPTEMBER 10, 2014	53,033	51,775
	QUEBEC PROVINCE	\$50,000-2.75% DUE AUGUST 25, 2021	49,935	52,231
	BERKSHIRE HATHAWAY, INC.	\$50,000-3.20% DUE FEBRUARY 11, 2015	51,525	52,639
	CITIGROUP FUNDING CORPORATION	\$50,000-4.00% DUE AUGUST 11, 2020	50,000	51,130
	HEWLETT-PACKARD CO.	\$40,000-3.75% DUE DECEMBER 1, 2020	39,965	38,756
	INTEL CORPORATION	\$20,000-1.95% DUE OCTOBER 1, 2016	20,163	20,662
	NUCOR CORPORATION	\$25,000-4.125% DUE SEPTEMBER 15, 2022	25,147	27,648
	OCCIDENTAL PETROLEUM	\$50,000-3.125% DUE FEBRUARY 15, 2022	50,579	53,185
	TOTAL CAPITAL SA	\$50,000-3.125% DUE OCTOBER 2, 2015	51,000	53,218
	VERIZON COMMUNICATIONS INC	\$10,000-2.0% DUE NOVEMBER 1, 2016	10,055	10,349
	WALMART STORES, INC.	\$25,000-4.125% DUE FEBRUARY 1, 2019	25,968	28,446
	WALMART STORES, INC.	\$30,000-3.25% DUE OCTOBER 25, 2020	28,375	32,662
	WALT DISNEY CO.	\$50,000-2.75% DUE AUGUST 16, 2021	49,783	52,204
	DODGE & COX INCOME FUND	649.906 SHARES	8,558	9,008
	DODGE & COX STOCK FUND	157.919 SHARES	19,585	19,250
	DWS DREMAN SMALL CAP VALUE FUND	406.896 SHARES	13,334	14,966
	FEDERATED INTERCONTINENTAL FUND	301.870 SHARES	16,179	14,912
	FIDELITY ADVISOR NEW INSIGHT FUND	1259.490 SHARES	23,706	28,993
	FRANKLIN MUTUAL DISCOVERY Z FUND	1481.477 SHARES	45,484	42,430
	JOHN HANCOCK DISCIPLINED VALUE MID CAP FUND	1433.674 SHARES	17,104	19,068
	JOHN HANCOCK STRATEGIC INCOME OPPORTUNITIES	189.300 SHARES	1,971	2,107
	PIONEER MULTI-ASSET FLOATING RATE FUND	363.734 SHARES	3,630	3,670
	PIONEER STRATEGIC INCOME FUND	597.296 SHARES	6,283	6,738
	ROYCE PENNSYLVANIA MUTUAL FUND	2096.457 SHARES	20,214	24,109
	T ROWE PRICE EQUITY INCOME FUND	688.582 SHARES	16,423	18,213
	T ROWE PRICE GROWTH STOCK FUND	2811.129 SHARES	78,605	106,204
	T ROWE PRICE MID CAP GROWTH FUND	777.695 SHARES	35,887	43,916
	VANGUARD BOND INDEX FUND #222	2153.881 SHARES	23,094	23,887
			<u>\$1,222,464</u>	<u>\$1,291,961</u>