Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2012

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] 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:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
PACIFIC SOUTHWEST CONTAINER, LLC PRE-TAX SAVINGS & PROTECTION PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 05/01/1985

2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)

PACIFIC SOUTHWEST CONTAINER, LLC

4530 LECKRON ROAD
MODESTO, CA 95357

2b Employer Identification Number (EIN)
41-2036663

2c Sponsor's telephone number
209-526-0444

2d Business code (see instructions)
321900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2013	BLAKE STEWARD
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

PACIFIC SOUTHWEST CONTAINER, LLC

4530 LECKRON ROAD
MODESTO, CA 95357

3b Administrator's EIN
41-2036663

3c Administrator's telephone number
209-526-0444

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**	593
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**	595
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	24
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	619
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	0
f	Total. Add lines **6d** and **6e**	**6f**	619
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	610
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2R 2S 2T 3B 3D

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

9a Plan funding arrangement (check all that apply)

(1)	☐	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)	☐	0	**A** (Insurance Information)
(4)	☒		**C** (Service Provider Information)
(5)	☐		**D** (DFE/Participating Plan Information)
(6)	☐		**G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	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.**	**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
PACIFIC SOUTHWEST CONTAINER, LLC PRE-TAX SAVINGS & PROTECTION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFIC SOUTHWEST CONTAINER, LLC

D Employer Identification Number (EIN)
41-2036663

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).. . . . . [X] 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

BOKF, NA
ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

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

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

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

BOKF, NA

ONE WILLIAMS CENTER TOWER
TULSA, OK 74172

(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?
19 28 59 63 21 37 60 64 25 52 62	TRUSTEE	14524	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

(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

(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

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(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: PRICEWATERHOUSECOOPERS LLP
b EIN: 13-4008324
c Position: ACCOUNTANT
d Address: THREE EMBARCADERO CENTER
SAN FRANCISCO, CA 94111-4004
e Telephone: 415-498-5000

Explanation: A NEW AUDITOR WAS CHOSEN FOR FINANCIAL RECORD AUDITING AND THE EMPLOYER DECIDED TO CONSOLIDATE ALL AUDITING FUNCTIONS, INCLUDING 401(K) AUDIT WITH THE NEW AUDITOR OF FINANCIAL RECORD AUDITING.

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)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

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

A Name of plan
PACIFIC SOUTHWEST CONTAINER, LLC PRE-TAX SAVINGS & PROTECTION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFIC SOUTHWEST CONTAINER, LLC

D Employer Identification Number (EIN)
41-2036663

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	58272	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	20853	23864
(2) Participant contributions	1b(2)	64363	74655
(3) Other	1b(3)	2676	3094
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1415341	1142580
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)	813578	1273808
(5) Partnership/joint venture interests	1c(5)	136000	136000
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	820989	1013079
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	14233912	17467916
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	17565984	21134996
	Liabilities			
g	Benefit claims payable	1g	7874	0
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	29888	14869
k	Total liabilities (add all amounts in lines 1g through1j)	1k	37762	14869
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	17528222	21120127

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)	534081	
	(B) Participants	2a(1)(B)	1529834	
	(C) Others (including rollovers)	2a(1)(C)	12860	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2076775
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)	37903	
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		37903
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)	18766	
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	311413	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		330179
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)	2033779	
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		2033779

		(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		11885
d Total income. Add all **income** amounts in column (b) and enter total	2d		4490521
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	883683	
(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)		883683
f Corrective distributions (see instructions)	2f		7534
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	7399	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		7399
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		898616
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		3591905
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)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: IACOPI, LENZ & COMPANY **(2)** EIN: 94-2517281

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:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	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.)	4c		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.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		1000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		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?	4g		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?	4h		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.)	4i	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.)	4j		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?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection.

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

A Name of plan
PACIFIC SOUTHWEST CONTAINER, LLC PRE-TAX SAVINGS & PROTECTION PLAN

B Three-digit plan number (PN) ▶ 002

C Plan sponsor's name as shown on line 2a of Form 5500
PACIFIC SOUTHWEST CONTAINER, LLC

D Employer Identification Number (EIN)
41-2036663

Part I Distributions

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

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): 73-6210970

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year. **3**

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

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

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

Pacific Southwest Container, LLC
Pre-tax Savings & Protection Plan

Independent Auditors' Report,

Financial Statements

and

Supplemental Information

December 31, 2012

Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan
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December 31, 2012

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Independent Auditors' Report

To the Administrative Committee
Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan

Report on the Financial Statements

We were engaged to audit the financial statements of Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan, which comprise the statement of net assets available for benefits as of December 31, 2012, and the related statement of changes in net assets for the year then ended.

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 the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

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

Disclaimer of Opinion

Because 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 as listed in the accompanying index, 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/custodian, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Other Matter- 2011 Financial Statements

The financial statements of the Plan as of December 31, 2011, were audited by other auditors. 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 the other auditors not to perform, and they did not perform, any auditing procedures with respect to the information certified by Bank of Texas, N.A., the trustee of the Plan. Their report, dated October 12, 2012, indicated that (a) because of the significance of the information that they did not audit, they were unable to, and did not, express an opinion on the financial statements taken as a whole and (b) the form and content of the information included in the financial statements other than that derived from the information certified by the Trustee, were presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Stockton, California
October 8, 2013

Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan
Statement of Net Assets Available for Benefits
December 31, 2012 and 2011

	2012	2011
Assets		
Cash	$ -	$ 58,272
Investments, at fair value		
Mutual funds	17,467,916	14,233,912
Self-directed accounts		
Money market mutual fund	1,142,580	1,415,341
Common stock and other	1,273,808	813,578
Limited partnership	136,000	136,000
Total Self-Directed Accounts	2,552,388	2,364,919
Total Investments	20,020,304	16,598,831
Notes receivable from participants	1,013,079	820,989
Receivables		
Accrued earnings receivable	3,094	2,676
Participant contributions receivable	74,655	64,363
Employer contributions receivable	23,864	20,853
Total Receivables	101,613	87,892
Total Assets	21,134,996	17,565,984
Liabilities		
Excess contributions refundable	-	7,874
Other liabilities	14,869	29,888
Total Liabilities	14,869	37,762
Net Assets Available for Benefits	$ 21,120,127	$ 17,528,222

Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan
Statements of Changes in Net Assets Available for Benefits
For the Year Ended December 31, 2012

Additions to Net Assets Attributed to	
Investment Income	
Interest	$ 37,903
Dividends	330,179
Net appreciation in fair value of investments	2,033,779
Other	11,885
Contributions	
Participants	1,529,834
Employer	534,081
Rollover	12,860
Total Additions to Net Assets	4,490,521
Deductions from Net Assets	
Benefits paid to participants and beneficiaries	891,217
Administrative expenses	7,399
Total Deductions	898,616
Net Increase	3,591,905
Net Assets Available for Benefits	
Beginning of Year	17,528,222
End of Year	$ 21,120,127

Note 1 - Description of Plan

The following description of the Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan (the "Plan") provides only general information. Participants should refer to the Plan agreement and amendments for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan sponsored by Pacific Southwest Container, LLC (the "Company"). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). Bank of Texas N.A. ("Bank of Texas" or the "Trustee") is the trustee, custodian and record keeper of the Plan's assets.

Plan Administrator

The Company is the administrator of the Plan. Among the responsibilities of the Company as administrator are to calculate employer contributions, to determine financial hardship for participant withdrawals and to make such rules and regulations as it may deem necessary to carry out the provisions of the Plan.

Eligibility

All employees, other than leased and reclassified employees not designated as eligible per the Plan, who have completed three months of service and have attained the age of 18 are eligible to contribute and receive Company matching contributions immediately following the date they meet the specified criteria.

Contributions

Each year, participants may elect to contribute from their eligible pre-tax annual compensation, as defined by the Plan, subject to annual individual deferral limitations under the Internal Revenue Code ("IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. The Company matches participant contributions based on a discretionary formula. For the year ended December 31, 2012, the Company matched 100% of the first 1% of each participant's contribution and matched 20% of each participant's remaining contribution. The Company also has the discretion to contribute additional funds to the Plan at the Company's sole discretion. No such discretionary contributions were made in the year ended December 31, 2012. Each participant is excluded from making any contributions for six months if a hardship withdrawal is taken.

Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan currently offers 21 mutual funds as investment options for the participants. Participants may also elect to invest in self-directed accounts which may be invested in any investment of their choosing. Participants may change their investment allocation at any time.

Effective May 28, 2010, the Plan was modified to provide for automatic enrollment of all eligible employees with a salary deferral of 3%, which may be modified by the participant at anytime. If the participant does not direct the investment direction of their accounts, there are default investment options specified by the Plan.

Participant Accounts

Each participant's account is credited with the participant's contributions, rollover contributions, the Company's matching contributions, an allocation of Plan earnings and an allocation of certain Plan expenses as defined by the Plan. The yield (interest, dividends and net realized and unrealized gains and losses) on investments is allocated to each participant's account based on each participant's pro rata share of the total investments in the particular fund. The benefit to which a participant is entitled is limited to the benefit that can be provided from the participant's vested account.

Vesting

Participants are vested immediately in their contributions and in the Company's matching contribution, plus actual earnings thereon; therefore, the Plan does not have any forfeitures related to vesting.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of $1,000, up to a maximum equal to the lesser of $50,000 or 50% of their account balance, with interest charged at the prevailing prime rate plus 1%, determined at the time the loan is made to the participant. Interest rates ranged from 4.25% to 10.50% for the years ended December 31, 2012 and 2011. Principal and interest is paid in equal biweekly installments and loan periods range from one to five years, except for loans for the purchase of a primary residence, which may extend up to fifteen years.

Payment of Benefits

Participants may begin receiving benefits in the year following attainment of age 59-1/2. On termination of service due to death, disability or retirement, a participant may elect to receive a lump-sum amount equal to the value of the participant's vested interest in his or her account. Participants qualifying under "hardship" rules may elect to receive all or a portion of their vested account balance prior to termination or retirement. Refunds of excess contributions generally represent the distribution of certain assets to employees in order for the Plan to comply with ERISA nondiscrimination rules (Note 8).

Note 2 - Significant Accounting Policies Summary

Basis of Accounting

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

Use of Estimates

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

Investments Valuation and Income Recognition

Investments in mutual funds are stated at fair value, based on quoted market prices. The self-directed accounts allow participants to invest in investment holdings of their choice. Investments held in self-directed accounts include investments in common stock, which are stated at fair value based on quoted market prices; an investment in 1020 Tenth, LLC (a real estate "Limited Partnership"), which is stated at estimated fair value based on a valuation performed by a third party; a money market mutual fund, which is valued at the net asset value of shares held by the Plan at year end, based on quoted market prices.

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

The Plan presents in the statement of changes in net assets the net appreciation (depreciation) in the fair value of its investments, which consists of the realized gains (losses) and the unrealized appreciation (depreciation) on those investments.

Payments of Benefits

Benefits to participants are recorded when paid.

Notes Receivable from Participants

Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest as of December 31, 2012. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan document.

Administrative Expenses

The Company pays all administrative expenses for participants employed by the Company. Terminated participants will continue to pay a portion of the expenses equal to the pro-rata asset-based fee and the per-participant fees charged by the Trustee.

Income Taxes

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2009.

Date of Management's Review

Subsequent events were evaluated through October 8, 2013, which is the date the financial statements were available to be issued.

Note 3 - Financial Data Certified by Trustee (Unaudited)

The financial statements and supplemental schedule were prepared from financial data certified by the Bank of Texas, N.A. (the "Trustee") as of December 31, 2012 and 2011, and for the year ended December 31, 2012. The Trustee held all investments and notes receivable from participants and executed all investment and notes receivable transactions on behalf of the Plan. Information regarding all investments, notes receivable from participants, net appreciation (depreciation) in fair value of investments, interest, dividends and information in the supplemental schedule has been certified by the Trustee as being complete and accurate within the meaning of 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The information certified by the Trustee did not include the fair value of the Limited Partnership and convertible note at December 31, 2012 and 2011 ($136,000 and $136,000, respectively), related net change in fair value during the year ended December 31, 2012 ($0).

	2012	2011
Statement of net assets available for benefits		
Mutual funds	$ 17,467,916	$ 14,233,912
Self-directed accounts		
Money market mutual fund	1,142,580	1,415,341
Common stock and other	1,273,808	813,578
Notes receivable from participants	1,013,079	820,989

	2012
Statement of changes in net assets available for benefits	
Interest from notes receivable from participants	$ 37,903
Dividends	330,179
Net appreciation in fair value of investments	2,033,779

Note 4 - Fair value Measurements

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

Level 1

Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the plan has the ability to assess.

Level 2

Inputs to the valuation methodology include

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

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

Level 3

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012 and 2011:

- The fair value of mutual funds is based on quoted market prices of the shares held by the Plan at year-end. The fair values of common stock are based on quoted market prices.

- The money market mutual fund is valued at the net asset value of shares held by the Plan at year end, based on quoted market prices.

- The real estate limited partnership is stated at estimated fair value based on a valuation performed by a third party.

The valuation methods described in Note 2 may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	Assets at Fair Value as of December 31, 2012			
	Total	(Level 1)	(Level 2)	(Level 3)
Money market mutual fund	$ 1,142,580	$ 1,142,580	$ -	$ -
Mutual funds				
Growth Fund	2,297,068	2,297,068	-	-
Small Cap	9,395,617	9,395,617	-	-
Large Cap	3,437,376	3,437,376	-	-
Index Fund	638,410	638,410	-	-
International	1,699,445	1,699,445	-	-
Total Mutual Funds	17,467,916	17,467,916	-	-
Common stocks				
Consumer Discretionary	60,624	60,624	-	-
Consumer Staples	154,332	154,332	-	-
Health Care	84,510	84,510	-	-
Materials	55,005	55,005	-	-
Energy	53,330	53,330	-	-
Telecommunication Services	367,638	366,875	763	-
Industrial	498,369	498,369	-	-
Total Common Stocks	1,273,808	1,273,045	763	-
Limited partnership	136,000	-	-	136,000
Total Investments at Fair Value	$ 20,020,304	$ 19,883,541	$ 763	$ 136,000

	Assets at Fair Value as of December 31, 2011			
	Total	(Level 1)	(Level 2)	(Level 3)
Money market mutual fund	$ 1,415,341	$ 1,415,341	$ -	$ -
Mutual funds				
Growth Fund	2,003,091	2,003,091	-	-
Small Cap	7,422,759	7,422,759	-	-
Large Cap	2,912,022	2,912,022	-	-
Index Fund	506,617	506,617	-	-
International	1,389,423	1,389,423	-	-
Total Mutual Funds	14,233,912	14,233,912	-	-

	Assets at Fair Value as of December 31, 2011			
	Total	(Level 1)	(Level 2)	(Level 3)
Common stocks				
Insurance	32,675	32,675	-	-
Health Care	17,565	17,565	-	-
Information Technology	313,698	313,698	-	-
Financial	126,181	126,174	7	-
Energy	73,021	73,021	-	-
Consumer	231,127	230,363	764	-
Industrial	19,311	19,311	-	-
Total Common Stocks	813,578	812,807	771	-
Limited partnership	136,000	-	-	136,000
Total Investments at Fair Value	$ 16,598,831	$ 16,462,060	$ 771	$ 136,000

Change in Fair Value of Level 3 Assets and Related Gains and Losses

The table below sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the years ended December 31, 2012 and 2011:

December 31, 2012	Limited Partnership
Balance at Beginning of Year	$ 136,000
Purchases	-
Unrealized gain/loss on investments held	-
	$ 136,000

December 31, 2012	Limited Partnership
The amount of total gains or losses for the period included in changes in net assets attributable to the change to unrealized gains or losses relating to assets still held at the reporting date	$ -

December 31, 2011	Convertible Note	Limited Partnership
Balance at Beginning of Year	$ -	$ 185,000
Purchases	50,000	-
Unrealized loss on investments held	(50,000)	(49,000)
Balance at End of Year	$ -	$ 136,000

December 31, 2011	Convertible Note	Limited Partnership
The amount of total gains or losses for the period included in changes in net assets attributable to the change to unrealized gains or losses relating to assets still held at the reporting date	$ (50,000)	$ (49,000)

Change in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes to economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluated the significance of transfers between levels based upon the nature of the financial instrument and size of the transfer relative to total net assets available for benefits. For the year ended December 31, 2012, there were no significant transfers in or out of levels 1, 2 or 3.

Quantitative Information about Significant Unobservable Inputs Used in Level 3 Fair Value Measurements

The following represents the Plan's level 3 financial instruments, the valuation techniques used to measure the fair value of those financial instruments as of December 31, 2012, and the significant unobservable inputs and the ranges of values for those inputs:

Description	Fair Value	Principal Valuation Technique	Significant Unobservable Inputs	Range of Significant Input Values	Weighted Average
Limited Partnership	$ 136,000	Income Approach	Capitalization Rates	6.40% - 8.25%	7.50%

In estimating fair value of the investments in level 3, the Investment Committee may use third-party pricing sources or appraisers. In substantiating the reasonableness of the pricing data provided by third parties, the Investment Committee evaluates a variety of factors including review of methods and assumptions used by external sources, recently executed transactions, existing contracts, economic conditions, industry and market developments and overall credit ratings.

Note 5 - Investments

The following presents investments that represent five percent or more of the net assets available for benefits at December 31:

	2012	2011
Investment in mutual funds:		
Vanguard Target Retirement 2025 Fund	$ 2,065,627	$ 1,781,640
Dodge & Cox International Stock Fund	1,699,445	1,389,423
Vanguard Target Retirement 2020 Fund	1,183,028	1,183,028
Vanguard Target Retirement 2015 Fund	1,278,524	1,112,278
MFS Value-A Fund	1,211,227	976,366
Franklin Small-Middle Capital Growth Fund	1,041,961	935,335
Vanguard Target Retirement 2020 Fund	1,512,798	*
Vanguard Target Retirement 2040 Fund	1,035,972	*
Vanguard Target Retirement 2030 Fund	1,120,453	*
Cavanal Hill Cash Management Fund	1,142,580	*

* This investment did not represent 5% or more of net assets available for benefits in the respective year.

For the year ended December 31, 2012, the Plan's investments, including gains and losses on investments bought and sold, as well as held during the year, appreciated in value by $2,033,779 as follows:

Mutual funds	$ 1,785,245
Self-directed accounts	
Common stock and other	248,534
1020 Tenth, LLC (limited partnership)	-
	$ 2,033,779

Note 6 - Tax Status

The Plan has adopted the Bank of Oklahoma, N.A. (a related party to the Trustee) prototype plan agreement, which received a favorable determination dated March 31, 2008, from the Internal Revenue Service (IRS") as to the qualification of the prototype plan agreement and exemption from tax under the applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's counsel believe the Plan is currently designed and operated in compliance with applicable requirements of the IRC. Accordingly, no provision has been made for federal or state income taxes.

Note 7 - Risks and Uncertainties

The Plan provides for investment options in self-directed accounts and in various mutual funds which hold any combination of stocks, bonds, fixed income, and other investment securities. Market values of investments may decline for a number of reasons, including changes in prevailing market and interest rates, increases in defaults and credit rating downgrades. In addition, nonmarketable investments like the Plan's investment in a private real estate limited partnership also have risk related to lack of liquidity. Due to the uncertainty related to changes in these factors, it is at least reasonably possible that changes in the value of investments in the near term could materially affect the participants' account balances and the amounts reported in the statements of net assets available for benefits and the statement of changes in net assets available for benefits,

Note 8 - Excess Contributions Refundable

The Plan failed the discrimination test under ERISA for the year ended December 31, 2011. Excess contributions amounting to $7,874 are recorded as a liability in the accompanying statements of net assets available for benefits at December 31, 2011. In March 2012, the Plan refunded those designated highly compensated employees for their excess 2011 contributions. Any excess Company contributions that are forfeited are used by the Company to offset the employer contributions. For the year ended December 31, 2012, forfeitures of $1,266 were used to offset employer contributions.

Note 9 - Plan Termination

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

Note 10 - Party-in-Interest Transactions

Fees paid by the Plan to the Trustee for trust and recordkeeping services amounted to $7,399 for the year ended December 31, 2012. Such transactions are permitted under the provisions of the Plan and are exempt from prohibition of party-in-interest transactions under ERISA.

Supplemental Information

Pacific Southwest Container, LLC Pre-tax Savings & Protection Plan
Schedule of Assets (Held at End of Year)
December 31, 2012

94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost (1)	(e) Current Value
*	Altria Group Inc	Common stock		$ 6,288
*	American Int'l Group Inc	Common stock		44,125
*	American Int'l Group WRT	Common stock		9,205
*	Amgen	Common stock		6,034
*	Apple Inc Com	Common stock		351,234
*	Applied Materials Inc	Common stock		3,146
*	Bank of America Corp	Common stock		59,037
*	Biogen Idec Inc	Common stock		15,369
*	Boeing	Common stock		7,536
*	Chevron Corp	Common stock		11,895
*	Cisco Systems	Common stock		4,912
*	Citigroup Inc	Common stock		72,316
*	ConocoPhillips	Common stock		17,397
*	Constellation Brands Inc-A	Common stock		7,078
*	DAQO New Energy Corp	Common stock		6,368
*	Fifth Third Bancorp	Common stock		9,120
*	Ford Motor Co	Common stock		32,375
*	Gasco Energy	Common stock		4,060
*	General Electric	Common stock		27,287
*	Hewlett-Packard Co	Common stock		21,731
*	Intel Corp	Common stock		16,496
*	International Paper	Common stock		11,952
*	J P Morgan Chase & Co	Common stock		3,605
*	Nokia Corp-Spon Adr	Common stock		395

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94-0902780 Plan 002

(a)	(b) Name	(c) Description	(d) Cost (1)	(e) Current Value
*	Occidental Petroleum Corp	Common stock		15,322
*	Packaging Corp of AM	Common stock		25,005
*	Pfizer Inc	Common stock		1,756
*	Philip Morris International	Common stock		16,728
*	Phillips 66	Common stock		7,965
*	Proctor & Gamble	Common stock		20,367
*	Qualcomm Inc	Common stock		22,888
*	Rock-Tenn Co	Common stock		273,278
*	Rockwell Automation	Common stock		12,598
*	Rockwell Collins	Common stock		8,725
*	Sirius XM Radio Inc	Common stock		14,450
*	Smith Investment Co Escr	Common stock		763
*	Sprint Nextel Corp	Common stock		17,010
*	US Airways Group	Common stock		67,500
*	Valero Energy	Common stock		10,236
*	Washington Mutual	Common stock		-
*	Wells Fargo & Company	Common stock		10,254
	Vanguard Total World Stock Index FD	Common stock		24,216
	Alliance Bernstein LG Cap	Mutual Funds		498,604
	Dodge & Cox Intl Stk	Mutual Funds		1,699,445
	Amer Europacific Grth	Mutual Funds		756,503
	Franklin SM Mid Cap Gwth-A	Mutual Funds		1,041,961
	Janus-T	Mutual Funds		233,092
	Janus Enterprise Fund	Mutual Funds		846,586

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94-0902780 Plan 002

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	Janus Perkins Mid Cap Val-I	Mutual Funds		64,415
	MFS Value-A	Mutual Funds		1,211,227
	Vanguard TFT Retire Income	Mutual Funds		93,225
	Vanguard TG Retirement 2015	Mutual Funds		1,278,524
	Vanguard TG Retirement 2025	Mutual Funds		2,065,627
	Vanguard TG Retirement 2035	Mutual Funds		985,112
	Vanguard TG Retirement 2045	Mutual Funds		444,081
	Vanguard TG Retirement 2010	Mutual Funds		183,559
	Vanguard TG Retirement 2020	Mutual Funds		1,512,798
	Vanguard TG Retirement 2050	Mutual Funds		697,485
	Vanguard TG Retirement 2040	Mutual Funds		1,035,972
	Vanguard TG Retirement 2030	Mutual Funds		1,120,453
	Vanguard 500 Index-Sig	Mutual Funds		614,195
	Sanford Bernstein Intm Dur	Mutual Funds		1,060,838
	Cavanal Hill Cash Management Fund	Money Market Mutual Fund		1,142,580
	1020 Tenth, LLC	Private real estate limited partnership		136,000
*	Participant loans	Interest rates ranging from 4.25% to 10.5%; collateralized by participants' vested accounts; maturities ranging from 2013-2018		1,013,079
				$ 21,033,383

(1) Cost information has been omitted for participant directed assets.
* Party-in-interest as defined by ERISA

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