

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 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2012</div> 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>CONITEX SONOCO, INC. & SUBSIDIARIES 401(K) PLAN F/K/A TEXPACK U.S.A. INC. 401(K) RETIREMENT PLAN</u>		1b Three-digit plan number (PN) ▶ <u>001</u> 1c Effective date of plan <u>07/01/1992</u>
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)	<u>CONITEX SONOCO, INC.</u> <u>1001 BRICKELL BAY DRIVE SUITE 1710</u> <u>MIAMI, FL 33131</u>		2b Employer Identification Number (EIN) <u>65-0152365</u> 2c Sponsor's telephone number <u>305-358-9696</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.	10/14/2013	GAIL W HELTON
	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		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 132
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	106
b Retired or separated participants receiving benefits.....	6b	1
c Other retired or separated participants entitled to future benefits.....	6c	20
d Subtotal. Add lines 6a , 6b , and 6c	6d	127
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e	0
f Total. Add lines 6d and 6e	6f	127
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g	122
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h	4
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 2S 3D 3H 2T		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

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

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

A Name of plan CONITEX SONOCO, INC. & SUBSIDIARIES 401(K) PLAN F/K/A TEXPACK U.S.A. INC. 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 CONITEX SONOCO, INC.	D Employer Identification Number (EIN) <u>65-0152365</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)

SUNTRUST BANKS, INC.

303 PEACHTREE STREET, 15TH FLOOR
ATLANTA, GA 30308

(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	2766	Yes ☒ No ☐	Yes ☒ No ☐	0	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 D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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>CONITEX SONOCO, INC. & SUBSIDIARIES 401(K) PLAN F/K/A TEXPACK U.S.A. INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) <u>001</u>	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>CONITEX SONOCO, INC.</u>	D Employer Identification Number (EIN) <u>65-0152365</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: SUNTRUST STABLE ASSET FUND

b Name of sponsor of entity listed in (a): SUNTRUST BANKS, INC.

c EIN-PN <u>62-1240517-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>0</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION FUND

b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST COMPANY

c EIN-PN <u>22-2712853-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>781367</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

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

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

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

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

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

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

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

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

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>		
A Name of plan <u>CONITEX SONOCO, INC. & SUBSIDIARIES 401(K) PLAN F/K/A TEXPACK U.S.A. INC. 401(K) RETIREMENT PLAN</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONITEX SONOCO, INC.</u>		D Employer Identification Number (EIN) <u>65-0152365</u>

	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	0
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)	0	0
	(2) U.S. Government securities	1c(2)	0	0
	(3) Corporate debt instruments (other than employer securities):			
	(A) Preferred	1c(3)(A)	0	0
	(B) All other	1c(3)(B)	0	0
	(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)	155872	218054
	(9) Value of interest in common/collective trusts	1c(9)	718232	781367
	(10) Value of interest in pooled separate accounts	1c(10)		
	(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)	2943477	3341265
	(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	3817581	4340686

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	3817581	4340686
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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)	97044	
(B) Participants	2a(1)(B)	231670	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		328714
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	6416	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		6416
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	107475	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		107475
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		26536
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		279611
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		748752

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	198748	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		198748
f Corrective distributions (see instructions)	2f		17891
g Certain deemed distributions of participant loans (see instructions).....	2g		6242
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	2766	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	0	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		2766
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		225647

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		523105
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: LANCASTER & REED, LLC

(2) EIN: 20-0582008

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		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?		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.
---	--	--

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

A Name of plan <u>CONITEX SONOCO, INC. & SUBSIDIARIES 401(K) PLAN F/K/A TEXPACK U.S.A. INC. 401(K) RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>CONITEX SONOCO, INC.</u>	D Employer Identification Number (EIN) <u>65-0152365</u>

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

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>20-3691658</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

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

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.
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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): _____

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN

Financial Statements And
Supplementary Information

For The Year Ended December 31, 2012

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN

FINANCIAL STATEMENTS AND
SUPPLEMENTARY INFORMATION

FOR THE YEAR ENDED DECEMBER 31, 2012

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Independent Auditors' Report

To the Participants and Administrator
Conitex Sonoco Inc. & Subsidiaries 401(k) Plan
Miami, FL

Report to the Financial Statements

We were engaged to audit the accompanying financial statements and supplemental schedule of Conitex Sonoco Inc. & Subsidiaries 401(k) Plan (the "Plan") which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011 and the related statements of changes in net assets available for benefits for the year ended December 31, 2012, 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 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 SunTrust Bank, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan's administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan's administrator has obtained a certification from the trustee as of December 31, 2012 and 2011 and for the year ended December 31, 2012, that the information provided to the Plan's administrator by the trustee is complete and accurate.

To the Participants and Administrator
Conitex Sonoco Inc. & Subsidiaries 401(k) Plan

Independent Auditors' Report (Continued)

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

September 20, 2013
Key Biscayne, FL

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
<u>ASSETS</u>		
Investments - at fair value		
Registered investment companies	\$ 3,341,265	\$ 2,943,477
Common and collective trust	<u>794,896</u>	<u>734,364</u>
Total investments	4,136,161	3,677,841
Notes receivable from participants	218,054	155,872
Employer's contribution receivable	<u>29,000</u>	<u> </u>
TOTAL ASSETS	4,383,215	3,833,713
<u>LIABILITIES</u>		
NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE	<u>\$ 4,383,215</u>	<u>\$ 3,833,713</u>
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	<u>(13,529)</u>	<u>(16,132)</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 4,369,686</u>	<u>\$ 3,817,581</u>

See accompanying notes to financial statements

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2012

	<u>2012</u>
<u>ADDITIONS</u>	
Additions to net assets attributed to:	
Contributions:	
Employer's	\$ 126,044
Participants'	<u>231,670</u>
	357,714
Net depreciation in fair value of mutual fund investments	279,611
Net appreciation in fair value of Stable Asset Fund	23,186
Interest and dividend income	<u>117,240</u>
	777,751
TOTAL ADDITIONS	<u>777,751</u>
<u>DEDUCTIONS</u>	
Deductions from net assets attributed to:	
Benefits paid to participants	217,089
Deemed distributions of participant loans	6,242
Administrator fees	<u>2,315</u>
	225,646
TOTAL DEDUCTIONS	<u>225,646</u>
NET DECREASE	552,105
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	<u>3,817,581</u>
END OF YEAR	<u>\$ 4,369,686</u>

See accompanying notes to financial statements

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Conitex Sonoco Inc. & Subsidiaries 401(k) Plan (the "Plan") provides only general information. The Plan agreement contains a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan for the purpose of providing retirement benefits to employees and to encourage and assist employees in adopting a regular savings program by means of payroll deductions through a plan that qualifies under the applicable laws of the United States of America. The Plan covers substantially all employees of Conitex Sonoco Inc. (the "Company") who have three months of service and are eighteen years old or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). During 2006, the Plan was amended to include a Roth 401(k) feature. During 2010, the Plan was amended to comply with the provisions of the Economic Growth Tax Relief Reconciliation Act. During 2012, the plan was amended to meet the measurements of a Qualified Automatic Contribution Arrangement ("QACA").

Contributions

Each year, participants may elect to contribute from 1% to 25% of eligible compensation up to a maximum of \$17,000, as defined in the Plan. Effective July 1, 2011, the plan included an automatic deferral feature where 3% will automatically be withheld from each pay period. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions of up to \$5,500. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The plan currently offers various mutual funds and a common and collective trust fund as investment options for participants. The Company may make a discretionary matching contribution to each eligible participant to be determined each year by the Company. In order to maintain "QACA safe harbor" status, the employer will make a safe harbor matching contribution equal to 100% of employee's elective deferrals that do not exceed 1% of participants' compensation plus 50% of employee's elective deferrals between 1% and 6% of participants' compensation. The safe harbor matching contributions is subject to a vesting service as advised below.

Participant Accounts

Each participant's account is credited with the participant's contribution and an allocation of the Company's contribution and the Plan's earnings and losses, and charged with an allocation of administrative expenses not paid by the Company. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the vested benefit that can be provided from the participant's vested account.

Vesting

Participants are immediately vested in their elective deferrals plus actual earnings thereon. Participants are vested in the Company's matching portion of their accounts plus actual earnings thereon based on years of credited service as follows:

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

<u>Years of Vesting Service</u>	<u>Vested %</u>
Less than 1	50%
1	75%
2	100%

Investment Options

Upon enrollment in the Plan, a participant may direct their contributions to any of the 25 mutual fund investment options and one common trust offered by the Plan.

Notes Receivable from Participants

The Plan allows a participant to borrow up to 50% of his/her vested account balance. The amount borrowed may not be less than \$1,000 and shall not exceed \$50,000 reduced by the excess, if any, of the highest outstanding loan balance during the one-year period prior to the date the loan was made over the outstanding balance of such loans from the Plan on the date on which such loan was made. A participant may not obtain more than one loan in a Plan year and may not have more than two loans outstanding at one time.

These loans bear interest at an annual rate as determined by the Plan's administrator and are evidenced by a promissory note from the participant providing for repayment of principal and interest in periodic installments over a period not to exceed five years or fifteen years in the case of a residential loan. Principal and interest are paid ratably through payroll deductions, and the Plan provides for a single, lump-sum repayment at any time. At December 31, 2012, there were \$218,054 of loans outstanding, bearing interest rates ranging from 4.25% - 9.25%.

Payment of Benefits

Withdrawals and payments of benefits are paid from the vested portion of the participant's account as of the applicable valuation date. Benefits are payable upon retirement, death, or other termination. Certain in-service benefit withdrawals are permitted. If a participant's account balance is less than \$1,000 at time of termination, a mandatory distribution is made.

Forfeitures

The non-vested portion of fund assets allocated to a participant's account is forfeited upon termination of service. These forfeitures are retained by the Plan and used to reduce future employer contributions. For the years ended December 31, 2012 and 2011, \$5,659 and \$24,300 were utilized by the Company to reduce employer contributions. Unallocated forfeitures at December 31, 2012 and 2011 were \$-0- and \$201, respectively.

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES

Date of Management's Review

In preparing the financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through September 20, 2013, the date that the financial statements were available to be issued.

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

Basis of Accounting

The financial statements of the Plan are prepared under the accrual basis of accounting. Certain reclassifications have been made to the 2011 statement of net assets available for benefits in order for these periods to be comparable based on current presentation. Such reclassifications had no effect on the Plan's change in net assets available for benefit or net assets available for benefit.

As described in Financial Accounting Standards Board Accounting Standards Codification Topic 946, *Plan Accounting – Defined Contribution Pension Plans* ("ASC 946"), investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions of the plan. As required by ASC 946, the statement of net assets available for benefits presents the fair value of the SunTrust Stable Asset Fund and the Federated Capital Preservation fund as well as an adjustment from their fair values to their contract values. The statement of changes in net assets is prepared on a contract value basis.

During 2012, the SunTrust Stable Asset Fund ceased its trading activities and was liquidated and replaced by the Federated Capital Preservation Fund.

Uses of Estimates

The preparation of financial statements in conformity with accounting standards 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 disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions during the reporting period. Actual results could differ from those estimates.

Risk and Uncertainties

The Plan provides for various investment options in mutual funds and a common and collective trust fund. Investment securities are exposed to various risks, such as interest rate, market, and credit. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term would materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits and the statement of changes in net assets available for the Plan's benefits.

Valuation of Investments and Income Recognition

The Plan's investments are stated at fair value based on each fund's net asset value as determined by the trustee. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 5 for discussion of fair value measurements. Purchase and sales of securities are recorded on a trade-date basis. Investment income is recorded on the accrual basis.

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 2 - SUMMARY OF ACCOUNTING POLICIES (CONTINUED)

The SunTrust Retirement Stable Asset Fund and the Federated Capital Preservation Fund are valued at their fair values as determined by audited financial statements, and adjusted to their contract values. The funds are a fully benefit-responsive investment contract. See *Basis of Accounting* above and Note 8 for further discussion of fully benefit-responsive investment contracts.

The Plan presents in the statement of changes in net assets available for benefits, the net change in the fair value of its investments, which consists of the realized gains or losses and the unrealized appreciation (depreciation) on those investments. Participants' loans receivable are valued at amortized cost, which approximates fair value.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan's document.

Payment of Benefits

Benefits are recorded when paid.

Administrative Expenses

The Company, to the extent not paid by the Plan, pays fees and expenses of the Plan. For the year ended December 31, 2012, the Plan paid \$2,316 of administrative expenses, and the Company paid all remaining fees and expenses.

NOTE 3 - INFORMATION CERTIFIED BY TRUSTEE

The Plan's administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, SunTrust Bank, the trustee of the Plan, has certified to the completeness and accuracy of all investments reflected in the accompanying statements of net assets available for benefits as of December 31, 2012 and 2011, the schedule of assets held at end of year, and the related investment activity reflected in the statement of changes in net assets available for benefits for the year ended December 31, 2012.

NOTE 4 - PLAN TERMINATION

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

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 5 - INVESTMENTS

The following investments represented 5% or more of the Plan's net assets at fair value as of December 31, 2012 and 2011:

	2012	2011
Vanguard 500 Index Fund	\$ 1,054,847	\$ 764,517
SunTrust Retirement Stable Asset Fund		734,364
Federated Capital Preservation Fund	794,896	
T. Rowe Price Growth Stock Fund	406,101	367,310
Federated Prime Obligations Fund	196,956	
MFS Value	289,066	230,450

During the years ended December 31, 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 \$302,797 and (\$142,303), respectively, as follows:

	Years Ended December 31, 2012	2011
Registered investment companies	\$ 279,611	\$ (155,150)
Common and collective trust funds	23,186	12,847
	<u>\$ 302,797</u>	<u>\$ (142,303)</u>

NOTE 6 - FAIR VALUE MEASUREMENT

The Company has adopted the provisions of Financial Accounting Standards Board Accounting Standards Codification 820, *Fair Value Measurements*. This topic requires disclosure about fair value measurements in financial statements based on hierarchical levels directly related to the amount of subjectivity associated with the inputs used to determine the fair value of financial instruments. The hierarchy gives highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and lowest priority to unobservable inputs (level 3 measurements). The various inputs that may be used to determine the value of the Plan's investments are summoned in three broad levels. The inputs or methodologies for valuing securities are not necessarily an indication of the risk associated with investing in those securities.

Below is a description of the valuation methodologies used for assets measured at fair value:

Registered Investment Companies – 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.

Common and Collective Trust Funds – Shares of common and collective trust funds, which comprise the SunTrust Retirement Stable Asset Collective Trust Fund and the Federated Capital Preservation Fund, are valued at quoted prices for similar assets in active markets.

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 6 - FAIR VALUE MEASUREMENT (CONTINUED)

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2012 and 2011:

Assets Measured at Fair Value at December 31, 2012:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Total Fair Value
Registered investment companies	\$ 3,341,265		\$ 3,341,265
Common and collective trust funds		\$ 794,896	794,896
Total	<u>\$ 3,341,265</u>	<u>\$ 794,896</u>	<u>\$ 4,136,161</u>

Assets Measured at Fair Value at December 31, 2011:			
	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level 2)	Total Fair Value
Registered investment companies	\$ 2,943,477		\$ 2,943,477
Common and collective trust funds		\$ 734,364	734,364
Total	<u>\$ 2,943,477</u>	<u>\$ 734,364</u>	<u>\$ 3,677,841</u>

NOTE 7 - TAX STATUS

The Plan is an adoption of the standardized prototype plan written by SunTrust Bank. The prototype sponsor has received a favorable determination letter dated August 26, 2002, in which the Internal Revenue Service stated that the prototype plan, as then designated, was in compliance with applicable requirements of the Internal Revenue Code ("IRC"). Although the Plan has been amended since receiving the determination letter, the Plan's administrator and the Company believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan's financial statements for the years ended December 31, 2012 and 2011. The Plan administrator believes the Plan is no longer subject to income tax examinations for years prior to 2009.

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 8 – FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT

The Plan's investment in the SunTrust Retirement Stable Asset Fund ("the Stable Asset Fund") represents shares in a fully benefit-responsive common and collective trust. The Stable Asset Fund invests in guaranteed investment contracts issued by insurance companies and other financial institutions and enters into other investment contracts (synthetic investment contracts) with similar characteristics. Such trust has been liquidated during 2012 and was replaced by the Federated Capital Preservation Fund ("the Capital Preservation Fund").

The Capital Preservation Fund is a fully benefit-responsive common and collective trust. It invests in guaranteed investments contracts issued by insurance companies and other financial institutions and enters into other investment contracts (Synthetic investments and separate account contracts) with similar characteristics. The Capital Preservation Fund serves as the trustee, transfer agent, and custodian for the Fund and has overall management responsibility. SunTrust maintains contributions to the Fund in a general account, which is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The contract issuer is contractually obligated to pay the principal and a specified interest rate that is guaranteed to the plan.

As described in Note 2, contract value is the relevant measurement of the net assets available for benefits attributable to the Plan's fully benefit-responsive investment contracts. Contract value, as reported to the Plan by SunTrust, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. As such, ASC 946 requires that the Plan's investment in the Fund be presented at fair value on the statement of net assets available for benefits as well as an adjustment representing the difference between its fair value based on prevailing market rates, to its contract value based on the weighted average crediting interest rate of the underlying investment contracts. The statement of changes in net assets is prepared on a contract value basis.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair values of the investment contracts at December 31, 2012 and 2011 were \$794,896 and \$734,364, respectively. Weighted average crediting interest rates on synthetic investment contracts are reviewed on a monthly basis for resetting, and cannot credit interest at a rate less than zero percent. Traditional guaranteed investment contracts do not reset their crediting interest rates, as they provide a fixed rate of interest over the term of the contract. The weighted average crediting interest rate is based on a formula agreed upon with the user. The Fund's weighted average crediting interest rates for the Stable Asset Fund and the Capital Preservation Fund for the years ending December 31, 2012 and 2011 were 2.28% and 2.37%, respectively.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents including partial plan termination or merger with another plan, (2) bankruptcy of the Plan's sponsor or other plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that could cause a significant withdrawal from the Plan, or (3) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 8 - FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACT (CONTINUED)

under ERISA. The Plan's administrator does not believe that any events which would limit the Plan's ability to transact at contract value with participants are probable of occurring. Guaranteed investment contracts do not permit the insurance companies to terminate the agreement prior to the scheduled maturity rate.

Average yields earned by the Stable Asset Fund and the Capital Preservation Fund for the years ended December 31, 2012 and 2011 were as follows:

	<u>2012</u>
Based on actual earnings	1.16%
	<u>2011</u>
Based on actual earnings	1.19%
Based on interest rate credited to participants	1.70%

NOTE 9 - 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 value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 10- DISTRIBUTIONS OF EXCESS PARTICIPANT CONTRIBUTIONS

For purposes of complying with the participation and discrimination rules set forth in Section 401(k)(3) of the IRC, certain contributions from "highly compensated" participants are deemed to exceed allowable deferral limits and are required to be returned to the Plan. During 2012, the Company amended the plan to a "safe harbor plan" which ensures non-discrimination regulations are met and exempts the Company from non-discriminations testing. During 2011, a total of \$17,930 of deferrals, Roth and matching contributions were required to be refunded. The Company was not required to file a Form 5530 as the excess contributions were refunded by March 15, 2012.

NOTE 11- RELATED PARTY TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by SunTrust Bank, trustee, and therefore, these transactions qualify as party-in-interest. For the year ended December 31, 2012 and 2011, transactions in such funds included contributions and transfers in totaling \$59,670 and \$88,767, respectively, and withdrawals and transfers out totaling (\$28,238) and (\$17,686), respectively. Additionally, by definition, participant loans also qualify as party-in-interest.

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2012

NOTE 12- RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2012 to form 5500:

	<u>2012</u>
Net assets available for benefits per the Form 5500	\$ 4,340,686
Employer's contribution receivable	<u>29,000</u>
Net assets available for benefits per the financial statements	<u>\$ 4,369,686</u>

The following is a reconciliation of employer's contributions per the financial statements at December 31, 2012 to form 5500:

	<u>2012</u>
Employer's contribution per the Form 5500	\$ 97,044
Employer's contribution receivable	<u>29,000</u>
Employer's contribution per the financial statements	<u>\$ 126,044</u>

Employer's contribution receivable amounts are recorded on the financial statements and are scheduled to be received before December 31, 2013.

SUPPLEMENTAL
SCHEDULE

CONITEX SONOCO INC. & SUBSIDIARIES 401(K) PLAN
EIN: 65-0152365 PLAN NUMBER: 001
SCHEDULE H, LINE 4I - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, and Par Value	(d) Cost	(e) Current Value
	Federated Investors	FEDERATED PRIME OBLIGATIONS FUND	**	196,956
	Franklin Templeton Funds	FRANKLIN SMALL-MID CAP GROWTH FUND	**	60,702
	Goldman Sachs	GOLDMAN SACHS COMMODITY STRATEGY	**	66,571
	Goldman Sachs	GOLDMAN SACHS TECHNOLOGY TOLLKEEPER	**	54,211
	Invesco	INVESCO REAL ESTATE FUND	**	169,292
	Janus	JANUS TRITON	**	61,113
	MFS Funds	MFS RESEARCH BOND FUND	**	21,783
	MFS Funds	MFS RESEARCH INTERNATIONAL	**	75,389
	MFS Funds	MFS VALUE	**	289,066
	Oppenheimer Funds	OPPENHEIMER DEVELOPING MARKETS	**	30,269
	Perkins Investment Management	PERKINS MID CAP VALUE	**	7,464
	Ridgeworth Investments	RIDGEWORTH CORE BOND	**	48,475
	Ridgeworth Investments	RIDGEWORTH LARGE CAP CORE GROWTH STOCK	**	140,821
	Ridgeworth Investments	RIDGEWORTH LARGE CAP VALUE EQUITY	**	124,484
	Ridgeworth Investments	RIDGEWORTH LTD TERM FED MORTGAGE SECURITIES	**	86,099
	Ridgeworth Investments	RIDGEWORTH SMALL CAP VALUE EQUITY	**	66,008
	Ridgeworth Investments	RIDGEWORTH US GOVERNMENT SECURITIES	**	58,888
	T. Rowe Price Investments	T. ROWE PRICE GROWTH STOCK FUND	**	406,101
	T. Rowe Price Investments	T. ROWE PRICE MID-CAP GROWTH FUND	**	81,574
	T. Rowe Price Investments	T. ROWE PRICE RETIREMENT 2010 FUND	**	2,181
	T. Rowe Price Investments	T. ROWE PRICE RETIREMENT 2020 FUND	**	116,002
	T. Rowe Price Investments	T. ROWE PRICE RETIREMENT 2030 FUND	**	35,182
	T. Rowe Price Investments	T. ROWE PRICE RETIREMENT 2040 FUND	**	45,360
	Vanguard	VANGUARD 500 INDEX SIGNAL	**	1,054,847
	Vanguard	VANGUARD DEVELOPED MARKET INDEX	**	42,426
				<u>3,341,265</u>
*	Federated Investors, Inc.	FEDERATED CAPITAL PRESERVATION FUND ISF	**	794,896
	SunTrust Bank	SUNTRUST RETIREMENT STABLE ASSET CLASS E	**	-
	Matching contributions receivable		--	29,000
*	Participant loans	Loans with interest rates from 4.25% to 9.25%	--	<u>218,054</u>
	NET ASSETS REFLECTING INVESTMENTS AT FAIR VALUE			<u>\$ 4,383,215</u>
	Adjustment from fair value to contract value for fully benefit-responsive investment contracts			<u>(13,529)</u>
	NET ASSETS AVAILABLE FOR BENEFITS			<u>\$ 4,369,686</u>

* Denotes party-in-interest

** Column (d) is not presented as this information is not required for participant-directed transactions in individual account plans

ASSETS HELD FOR INVESTMENT PURPOSES

GA

Conitex Sonoco, Inc. & Subsidiaries 401(k) Plan
01-JAN-12 to 31-DEC-12

22-JAN-13 21:46:18

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
IIARAX			158,757.60	169,291.97
IGITAX			43,775.83	54,211.23
IGSCAX			72,912.67	66,570.65
IODMAX			27,988.78	30,268.57
IMRSHX			55,812.49	75,388.95
IVDMIX			39,900.61	42,426.06
IJGMIX1			59,262.44	61,113.19
ISU-SCE			57,896.82	66,008.04
IFR-SCG			58,305.32	60,701.61
IRRMGX			71,346.92	81,574.49
IJMVIX1			7,459.64	7,464.50
ISU-CG			165,353.11	140,820.91
IRRGSX			304,746.76	406,100.58
IVIFSX			969,107.88	1,054,847.49
IMEIHX			243,511.82	289,066.35
ISU-VI			107,112.23	124,483.79
IRRTAX			1,596.15	2,181.28
IRRTBX			103,083.25	116,001.71
IRRTCX			27,137.27	35,182.71
IRRTDX			40,715.35	45,360.01
IMRBFX			19,830.33	21,782.56
ISU-IGB			47,954.02	48,474.92
ISU-LFM			76,090.74	86,099.89
ISU-GOV			67,175.37	58,887.61
IFE-CAP			781,367.29	781,367.31
IPRSXX			196,955.53	196,955.51
			3,805,156.22	4,122,631.89
PARTICIPANT LOANS	VARIOUS	4.250-9.250	218,097.30	218,054.28
FORFEITURES			0.01	0.01

INVESTMENT OPTION	MATURITY DATE	INTEREST RATE	COST OF ASSETS	CURRENT VALUE
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LEGEND

INVESTMENT OPTION:

1IARAX	Invesco Real Estate A
1GSCAX	Goldman Sachs Commodity Strategy A
1MRSHX	MFS Research International R3
1JGMIX1	Janus Triton S
1FR-SCG	Franklin Small-Mid Cap Growth Fund A
1JMVIX1	Perkins Mid Cap Value S
1RRGSX	T. Rowe Price Growth Stock R
1MEIHX	MFS Value R3
1RRTAX	T. Rowe Price Retirement 2010 R
1RRTCX	T. Rowe Price Retirement 2030 R
1MRBFX	MFS Research Bond A
1SU-LFM	RidgeWorth Ltd Term Fed Mortgage Sec I
1FE-CAP	Federated Capital Preservation Fund ISP

1GITAX	Goldman Sachs Technology Tollkeeper A
1ODMAX	Oppenheimer Developing Markets A
1VDMIX	Vanguard Developed Markets Index Inv
1SU-SCE	RidgeWorth Small Cap Value Equity I
1RRMGX	T. Rowe Price Mid-Cap Growth R
1SU-CG	RidgeWorth Large Cap Growth Stock I
1VIFSX	Vanguard 500 Index Signal
1SU-VI	RidgeWorth Large Cap Value Equity I
1RRTBX	T. Rowe Price Retirement 2020 R
1RRTDX	T. Rowe Price Retirement 2040 R
1SU-IGB	RidgeWorth Core Bond I
1SU-GOV	RidgeWorth US Government Securities I
1PRSXX	Federated Prime Obligations Fund SS

COST OF ASSETS: The original cost of the assets in each investment option as of the last day of the plan year

CURRENT VALUE: The value of all assets in each investment option as of the last day of the plan year