

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 2013 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</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>HERITAGE BAG COMPANY 401K PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>09/01/1996</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>75-1425644</u></td> </tr> <tr> <td colspan="2">2c Sponsor's telephone number <u>214-252-7190</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>326100</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>09/01/1996</u>		2b Employer Identification Number (EIN) <u>75-1425644</u>		2c Sponsor's telephone number <u>214-252-7190</u>		2d Business code (see instructions) <u>326100</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>09/01/1996</u>											
2b Employer Identification Number (EIN) <u>75-1425644</u>											
2c Sponsor's telephone number <u>214-252-7190</u>											
2d Business code (see instructions) <u>326100</u>											
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>HERITAGE BAG COMPANY</u> <u>1648 DIPLOMAT DRIVE</u> <u>CARROLLTON, TX 75006-6847</u>											

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

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

SIGN HERE	Filed with authorized/valid electronic signature. Signature of plan administrator	<u>08/18/2014</u> Date	<u>APRIL MCINTYRE</u> Enter name of individual signing as plan administrator
SIGN HERE	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN	
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		3c Administrator's telephone number 4b EIN 4c PN	
5 Total number of participants at the beginning of the plan year		5	833
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	743
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	87
d Subtotal. Add lines 6a , 6b , and 6c		6d	831
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits		6e	1
f Total. Add lines 6d and 6e		6f	832
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)		6g	791
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested		6h	64
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 2R 2S 2T 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) ☐ 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
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013	
A Name of plan HERITAGE BAG COMPANY 401K PLAN	B Three-digit plan number (PN) ▶ 002
C Plan sponsor's name as shown on line 2a of Form 5500 HERITAGE BAG COMPANY	D Employer Identification Number (EIN) 75-1425644

Part I	Service Provider Information (see instructions)
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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
FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65 71	RECORDKEEPER	21171	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

STRATEGIC ADVISORS, INC.

04-2654524

(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?
27	ADVISOR	10194	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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
TCW EMERGING 865 SOUTH FIGUERA STREET LOS ANGELES, CA 90017	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
YACKTMAN FOCUSED 800 CONNECTICUT AVE. NORWALK, CT 06854	0.40%	
<div style="text-align: center;">(a) Enter service provider name as it appears on line 2</div>		
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
<div style="text-align: center;">(d) Enter name and EIN (address) of source of indirect compensation</div>		
GLENMEDE SMCAP EQ IS - STATE STREE 04-0025081	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
INVS DIVRS DIVD INV - INVESCO INVE 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.50%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PIMCO REAL RTN BD AD - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.28%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
PRMTRC EMG MKT IS - BNY MELLON INV P.O. BOX 9793 PROVIDENCE, RI 02940	0.15%	

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
RDGWTH MID CAP VAL I - BOSTON FINA P.O. BOX 8480 BOSTON, MA 02266	0.40%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
RS EMERGING MKTS A - BOSTON FINANC P.O. BOX 8480 BOSTON, MA 02266	0.55%	
<hr/>		
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(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.
TMPL GLOBAL BOND A - FRANKLIN TEMP 94-3167260	0.40%	

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:

<div>SCHEDULE D</div> <div>(Form 5500)</div> <div>Department of the Treasury Internal Revenue Service</div> <div>Department of Labor Employee Benefits Security Administration</div>		<div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div>		<div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div>	
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013					
A Name of plan HERITAGE BAG COMPANY 401K PLAN				B Three-digit plan number (PN) ▶ 002	
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 HERITAGE BAG COMPANY				D Employer Identification Number (EIN) 75-1425644	
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)					
a Name of MTIA, CCT, PSA, or 103-12 IE: MIP CL 1					
b Name of sponsor of entity listed in (a): FIDELITY MANAGEMENT TRUST COMPANY					
c EIN-PN 04-3022712-024		d Entity code C		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 850696	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:					
b Name of sponsor of entity listed in (a):					
c EIN-PN		d Entity code		e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013		
A Name of plan HERITAGE BAG COMPANY 401K PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 HERITAGE BAG COMPANY		D Employer Identification Number (EIN) 75-1425644

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	78	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)	2114955	1929471
(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)	173517	429304
(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)	1062130	1381776
(9) Value of interest in common/collective trusts	1c(9)	333107	850696
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities.....	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	24814962	31221461
(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	28498749	35812708

Liabilities

g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
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	28498749	35812708
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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)	737571	
(B) Participants	2a(1)(B)	1780804	
(C) Others (including rollovers)	2a(1)(C)	1792	
(2) Noncash contributions	2a(2)	0	2520167
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	592	
(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)	51579	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		52171
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	10139	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1368851	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1378990
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	214207	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	214136	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		71
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	66367	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		66367

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		7569
(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)		5266300
c Other income.....	2c		0
d Total income. Add all income amounts in column (b) and enter total.....	2d		9291635

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	1946750	
(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)		1946750
f Corrective distributions (see instructions).....	2f		0
g Certain deemed distributions of participant loans (see instructions).....	2g		0
h Interest expense.....	2h		0
i Administrative expenses: (1) Professional fees.....	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Investment advisory and management fees.....	2i(3)	10194	
(4) Other.....	2i(4)	20732	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		30926
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		1977676

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		7313959
l Transfers of assets:			
(1) To this plan.....	2l(1)		0
(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: **WEAVER, LLP**

(2) EIN: **75-0786316**

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		2500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.		X	

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

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

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

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

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 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan <u>HERITAGE BAG COMPANY 401K PLAN</u>	B Three-digit plan number (PN) ▶ <u>002</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>HERITAGE BAG COMPANY</u>	D Employer Identification Number (EIN) <u>75-1425644</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
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>04-6568107</u>	
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.	
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3

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

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

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

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

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

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

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

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

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

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

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

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

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

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

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

HERITAGE BAG COMPANY 401 (K) PLAN

FINANCIAL REPORT AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2013

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Heritage Bag Company 401(k) Plan
Dallas, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Heritage Bag Company 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting 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 Fidelity Trust Management Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Supplemental Schedule of Assets (Held at End of Year), 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.



WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
August 11, 2014

**HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments at fair value (Note 3)	\$ 34,418,110	\$ 27,427,086
Notes receivable from participants	<u>1,381,776</u>	<u>1,062,130</u>
Total assets	<u>35,799,886</u>	<u>28,489,216</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 35,799,886</u></u>	<u><u>\$ 28,489,216</u></u>

The Notes to Financial Statements are
an integral part of these statements

**HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	\$ 737,572	\$ 702,290
Employee salary deferral contributions	1,780,804	1,580,867
Employee rollovers	1,792	-
Interest and dividend income (Note 3)	1,372,415	715,591
Interest - notes receivable from participants	51,607	46,008
Net appreciation in fair value of investments (Note 3)	<u>5,344,156</u>	<u>2,662,570</u>
Total additions	9,288,346	5,707,326
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Distributions to participants	1,946,750	1,820,206
Participant fees	<u>30,926</u>	<u>20,791</u>
Total deductions	<u>1,977,676</u>	<u>1,840,997</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	7,310,670	3,866,329
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>28,489,216</u>	<u>24,622,887</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 35,799,886</u></u>	<u><u>\$ 28,489,216</u></u>

The Notes to Financial Statements are
an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the Heritage Bag Company (the Company and the Plan Administrator) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective September 1, 1996, and covers substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan established Fidelity Management Trust Company (Fidelity) as the Plan trustee and has adopted the Fidelity Plan document. During 2013 and 2012, all investment transactions were executed by Fidelity.

Eligibility

The Plan requirements allow employees to be eligible to participate in the Plan after he/she completes three months of service and is at least 18 years of age. Participants are also eligible for qualified non-elective contributions after 3 months of service.

Participants become eligible for Company contributions after completion of one year of credited service with 1,000 hours.

Contributions

The Plan offers participants the ability to contribute a percentage of their eligible compensation subject to an annual limit, as defined in the Plan document. The Plan allows participants who are age 50 or older to make pre-tax catch-up contributions each year. Catch up contributions may be made in 2013 up to \$5,500.

In 2013 and 2012, the Company elected to make safe harbor matching contributions. The Company made matching contributions of 100% of the first 1% of the participant's compensation contributed to the plan and 50% of the next 5% of the participant's compensation contributed to the plan. The safe harbor matching contributions are vested 100% after 2 years of service. Participants may not request a hardship withdrawal of these contributions.

The Company may also designate all or a portion of any matching contribution for a payroll period as a qualified matching contribution to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. Participants are 100% vested in these contributions and may not request a hardship withdrawal of these contributions.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Contributions – Continued

The Company may make discretionary nonelective contributions. Participants must complete at least 1,000 hours during the plan year and be employed as of the last day of the plan year. The Company may designate all or a portion of a nonelective contribution as qualified nonelective contributions. Participants are 100% vested in these contributions and may not request a hardship withdrawal of these contributions.

During the plan years ended December 31, 2013 and 2012, employer contributions were made from forfeited amounts totaling \$22,801 and \$35,965, respectively.

Investment Options

Upon enrollment in the Plan and throughout the participant's eligible period of employment, each participant may direct his or her employee, Company matching, and Company discretionary contributions, in 1% increments, in several core mutual fund alternatives.

Effective August 5, 2010 the Plan added Fidelity BrokerageLink (BrokerageLink), a self-directed brokerage account. BrokerageLink expands the participant's investment choices and gives the participant the opportunity to more actively manage their contributions. The annual cost for the participant is \$50 to participate in BrokerageLink. Certain Fidelity funds carry short-term trading fees which are paid by the participant.

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contributions, plan earnings, and allocations of the Company's matching contributions on a monthly basis. The Company's discretionary contributions are credited in the participant's account based on the investment allocation specified by the participant.

Vesting

The Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon made before 2012 and nonelective contributions are subject to the following vesting schedule:

<u>Years of Credited Service</u>	<u>Percentage Vested</u>
2	20%
3	40%
4	66%
5	100%

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Vesting – Continued

In 2012, the Company elected to make safe harbor matching contributions. The safe harbor matching contributions are vested 100% and are non-forfeitable after 2 years of service. Participants are immediately vested in their pretax contributions plus actual earnings thereon.

That portion of a participant's nonvested Company match or Company discretionary contribution account which is forfeited due to termination of employment for reasons other than retirement, disability or death, in any given year, may be used to reduce the Company contributions in the successive year. During the plan years ended December 31, 2013 and 2012, the amount of nonvested forfeitures were \$17,730 and \$21,825, respectively.

Payment of Benefits

The vested portion of a participant's account balance is paid to the participant or the participant's beneficiary, as appropriate, in a lump sum as of the valuation date following retirement, death, disability or termination of employment.

To the extent a terminated participant's account balance exceeds \$5,000 and the participant has not attained age 70-1/2, the participant is allowed to leave funds in the Plan and can continue to earn investment income on the account balance until April 1 of the calendar year following the calendar year during which the participant attains age 70-1/2.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of \$50,000, reduced by the highest outstanding note balance the employee had in the previous 12 months, or 50% of the current vested account balance. Notes receivable from participants bear interest at the Bank of America Prime Rate plus 1% to be reviewed quarterly, as determined by the Company's Board of Directors. Applicable rates on new notes receivable made during 2013 were 4.25%. Participants may have only one note outstanding at any time. Note repayments, including principal and interest, are made ratably through weekly payroll deductions. Notes are secured by a lien on the participant's account balance in the Plan. The Plan also permits owner-employees the ability to borrow 401(k) dollars similar to all other employees.

Administrative Expenses

Administrative expenses are paid by the Company on behalf of the Plan.

HERITAGE BAG COMPANY 401(k) PLAN NOTES TO FINANCIAL STATEMENTS

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements are prepared on an accrual basis of accounting.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Investment Valuation

Investments of the Plan consist of registered investment company mutual funds. The investments are held by the Trustee and the investments in all of the funds are presented at fair value as determined by the Trustee based on the quoted market prices of the underlying securities within each fund.

Fully Benefit-Responsive Investment Contracts

As described in Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, Fair Value Measurements, (ASC 820), 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 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 under the terms of the Plan. The contracts are included in the financial statements at contract value, which approximate fair value. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

Payment of Benefits

Benefits are recorded when paid. At December 31, 2013 and 2012, there were no unprocessed participant benefit payment requests included in net assets.

Derivative Financial Instruments

The Plan's adoption of Accounting Standards Codification (ASC) 815 (ASC 815) *Derivative Instruments and Hedging Activities* (Prior authoritative literature SFAS No. 133) did not affect the Plan's statements of net assets or changes in net assets. The Plan holds no derivative financial instruments at December 31, 2013 and 2012 and does not currently engage in hedging activities.

Risks and Uncertainties

The Plan provides for various investment options in mutual funds. These types of investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments securities, including those held by the Plan, it is at least reasonably possible the changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED)

The investments included in the December 31, 2013 and 2012 Statements of Net Assets Available for Benefits, the investment activities included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012, and certain information on investments and investment activities in the notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$34,418,110 and \$27,427,086 at December 31, 2013 and 2012, respectively, and related investment gains of \$6,635,022 and \$3,378,161 for the years ended December 31, 2013 and 2012, respectively.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

**NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) –
CONTINUED**

The fair value of investments at December 31, 2013 and 2012, which is reported by the Trustees, is summarized as follows:

	2013	2012
BrokerageLink	\$ 640,383	\$ 488,237
Fidelity Capital Appreciation	1,267,797	989,708
Fidelity Convertible Securities	790,530	665,479
Fidelity Diversified International	1,919,985 *	1,551,818
Fidelity Freedom 2000	19,033	15,359
Fidelity Freedom 2005	8,745	7,660
Fidelity Freedom 2010	212,302	232,421
Fidelity Freedom 2015	724,131	385,354
Fidelity Freedom 2020	1,187,409	1,002,999
Fidelity Freedom 2025	898,967	529,652
Fidelity Freedom 2030	1,470,902	1,240,344
Fidelity Freedom 2035	931,045	607,211
Fidelity Freedom 2040	229,777	157,583
Fidelity Freedom 2045	290,728	190,138
Fidelity Freedom 2050	267,852	228,009
Fidelity Freedom 2055	107,431	38,542
Fidelity Freedom Income	52,641	48,008
Fidelity Government Income	193,306	422,156
Fidelity Growth Company	7,265,603 *	6,017,371
Fidelity Low Priced Stock	1,982,703 *	1,373,334
Fidelity Mid Cap Stock	2,512,242 *	2,271,215
Fidelity Real Estate Investment	368,457	205,716
Fidelity Retirement Money Market Portfolio	1,761,023 *	1,817,958
Fidelity Small Cap Stock	701,957	611,225
Glenmede Small Cap Equity Institutional	35,170	
Invesco Diversified Dividend Investor Class	2,033,609 *	1,514,911
Managed Income Portfolio	837,873	323,574
Parametric Emerging Market International	167,710	
Pimco Real Return Bond AD	106,558	162,711
Ridgeworth Mid Cap Value I	165,124	161,058
RS Emerging Markets A		34,255
Spartan 500 Index Fund Advantage Class	2,896,199 *	2,319,353
Spartan Extended Market Index Advantage Class	715	
Spartan International Index Fund Advantage Class	420,225	115,380
Spartan US Bond Index Advantage Class	1,714,183	1,453,237
Tmpl Global Bond A	235,795	245,110
Total investments	<u>\$ 34,418,110</u>	<u>\$ 27,427,086</u>
Notes receivable from participants	<u>\$ 1,381,776</u>	<u>\$ 1,062,130</u>

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

**NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) –
CONTINUED**

	2013	2012
Interest and dividend income	\$ 1,372,415	\$ 715,591
Net appreciation (depreciation) in fair value of investments:		
BrokerageLink	81,571	18,545
Fidelity Capital Appreciation	275,404	181,765
Fidelity Convertible Securities	131,588	90,191
Fidelity Diversified International	357,088	206,118
Fidelity Freedom 2000	51	726
Fidelity Freedom 2005	451	4,279
Fidelity Freedom 2010	20,273	17,780
Fidelity Freedom 2015	43,481	23,658
Fidelity Freedom 2020	93,596	87,558
Fidelity Freedom 2025	80,900	43,430
Fidelity Freedom 2030	177,444	136,783
Fidelity Freedom 2035	75,337	58,430
Fidelity Freedom 2040	26,774	15,738
Fidelity Freedom 2045	27,065	15,788
Fidelity Freedom 2050	33,614	24,018
Fidelity Freedom 2055	11,683	1,128
Fidelity Freedom Income	145	2,311
Fidelity Government Income	(12,068)	(6,369)
Fidelity Growth Company	1,682,428	830,632
Fidelity Low Priced Stock	352,829	114,039
Fidelity Mid Cap Stock	722,586	220,170
Fidelity Real Estate Investment Portfolio	(7,579)	15,297
Fidelity Retirement Money Market	394	237
Fidelity Small Cap Stock	99,028	54,585
Glenmede Small Cap Equity Institutional	(403)	-
Invesco Diversified Dividend Investor Class	400,499	159,142
Parametric Emerging Markets	(1,968)	-
Pimco Real Return Bond AD	(15,795)	3,972
Ridgeworth Mid Cap Value I	33,999	20,115
RS Emerging Markets A	2,732	2,162
Spartan 500 Index Fund Advantage Class	673,848	152,709
Spartan 500 Index Fund Investor Class	-	127,764
Spartan Extended Market Index Advantage Class	634	-
Spartan International Index Fund Advantage Class	45,824	17,277
Spartan international Index Investor Class	-	(5,159)
Spartan US Bond Index Advantage Class	(68,987)	450
Spartan US Bond Index Investor Class	(52)	12,350
Tmpl Global Bond A	(258)	14,951
Net appreciation in fair value of investments:	5,344,156	2,662,570
TOTAL INVESTMENT GAINS	\$ 6,716,571	\$ 3,378,161

*indicates investments representing 5% or more of net assets available for benefits.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4. PLAN TERMINATION

The Company reserves the right to discontinue the Plan at any time. Upon termination, all participants must receive written notice, and all amounts credited to the participants' accounts shall become 100% vested.

NOTE 5. TAX STATUS

The Plan has obtained a determination letter in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and is therefore qualified and the related trust is tax-exempt.

The Financial Accounting Standards Board (FASB) has recently issued new guidance in accounting for uncertainties in income taxes which requires that the Plan recognize in its financial statements the financial effects of a tax position, if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the tax position. The new requirements also provide guidance on measurement, classification, interest, penalties and disclosure.

Tax positions taken related to the Plan's tax exempt status, unrelated business activities taxable income and deductibility of expenses and other miscellaneous tax positions have been reviewed, and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The entities tax years 2011 and thereafter remain subject to examination.

NOTE 6. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by the trustee qualify as party-in-interest transactions.

NOTE 7. FAIR VALUE MEASUREMENTS

In September 2006, the FASB issued a new standard relating to fair value measurements, Accounting Standards Codification (ASC) 820 (ASC 820), Fair Value Measures and Disclosures (Prior authoritative literature: SFAS No. 157, Fair Value Measurements) which introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. Fair value measurements guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 inputs: Quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The asset's 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.

Mutual Funds

Valued at the net asset value (NAV) of shares held by the plan at year end.

Collective Investment Trust (Stable Value Fund)

These funds invest in benefit-responsive investment contracts and are valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified as a level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however the fund is valued daily. It is the policy of the Trustee to use its best efforts to maintain a stable net asset value of \$1.00 per unit. Neither the Portfolio nor the Trustee can guarantee that the unit value shall always remain at \$1.00. In addition, withdrawals directed by a Plan Sponsor must be preceded by twelve months written notice to the Trustee. Withdrawals prompted by an employer-initiated event, such as withdrawals resulting from the sale of a division of the sponsor of a Participating Plan, a corporate layoff or early retirement program, changes to the investment options of a Participating Plan, or termination or partial termination of a Participating Plan, may be paid at the contract's market value, which may be less than contract value, or may be subject to a contract change or penalty.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2013:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mid/Large Cap Stock	\$ 18,123,992	\$ -	\$ -	\$ 18,123,992
Blended Investments	7,191,493	-	-	7,191,493
Fixed Income	2,249,842	837,873	-	3,087,715
Money Market	1,761,023	-	-	1,761,023
Real Estate	368,457	-	-	368,457
International	2,507,920	-	-	2,507,920
Small Cap Stock	737,127	-	-	737,127
Other	640,383	-	-	640,383
Total assets	<u>\$ 33,580,237</u>	<u>\$ 837,873</u>	<u>\$ -</u>	<u>\$ 34,418,110</u>

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mid/Large Cap Stock	\$ 14,646,951	\$ -	\$ -	\$ 14,646,951
Blended Investments	5,348,759	-	-	5,348,759
Fixed Income	2,283,214	323,574	-	2,606,788
Money Market	1,817,958	-	-	1,817,958
Real Estate	205,716	-	-	205,716
International	1,701,452	-	-	1,701,452
Small Cap Stock	611,225	-	-	611,225
Other	488,237	-	-	488,237
Total assets	<u>\$ 27,103,512</u>	<u>\$ 323,574</u>	<u>\$ -</u>	<u>\$ 27,427,086</u>

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 8. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as shown in the financial statements to Form 5500 as of December 31, 2013:

Net assets available for benefits per financial statements	\$ 35,799,886
Adjustment for fund valued at contract value	<u>12,822</u>
Net assets available for benefits per Form 5500	<u>\$ 35,812,708</u>

The following is a reconciliation of net increase in net assets available for benefits shown in the financial statements to Form 5500 as of December 31, 2013:

Net increase in net assets available for benefits per financial statements	\$ 7,310,670
Adjustment for fund valued at contract value	12,822
Adjustment for prior year contract valuation	<u>(9,533)</u>
Net increase in net assets available for benefits per Form 5500	<u>\$ 7,313,959</u>

NOTE 9. SUBSEQUENT EVENTS

The Plan has evaluated events occurring subsequent to December 31, 2013, through August 11, 2014, the dates these financial statements were available to be issued. No material subsequent events have occurred since December 31, 2013 that required recognition or disclosure in these financial statements.

SUPPLEMENTAL SCHEDULE

HERITAGE BAG COMPANY 401 (k) PLAN
EIN: 75-1425644
PLAN NUMBER: 002
SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer	Description of Investment	Cost	Current Value
* Fidelity Investments		BrokerageLink	\$ 549,180	\$ 640,383
* Fidelity Investments		Fidelity Capital Appreciation	960,296	1,267,797
* Fidelity Investments		Fidelity Convertible Securities	597,889	790,530
* Fidelity Investments		Fidelity Diversified International	1,486,127	1,919,985
* Fidelity Investments		Fidelity Freedom 2000	18,481	19,033
* Fidelity Investments		Fidelity Freedom 2005	8,253	8,745
* Fidelity Investments		Fidelity Freedom 2010	187,465	212,302
* Fidelity Investments		Fidelity Freedom 2015	672,726	724,131
* Fidelity Investments		Fidelity Freedom 2020	1,037,011	1,187,409
* Fidelity Investments		Fidelity Freedom 2025	791,867	898,967
* Fidelity Investments		Fidelity Freedom 2030	1,245,326	1,470,902
* Fidelity Investments		Fidelity Freedom 2035	861,092	931,045
* Fidelity Investments		Fidelity Freedom 2040	198,198	229,777
* Fidelity Investments		Fidelity Freedom 2045	256,755	290,728
* Fidelity Investments		Fidelity Freedom 2050	230,807	267,852
* Fidelity Investments		Fidelity Freedom 2055	98,201	107,431
* Fidelity Investments		Fidelity Freedom Income	49,121	52,641
* Fidelity Investments		Fidelity Government Income	201,670	193,306
* Fidelity Investments		Fidelity Growth Company	4,589,412	7,265,603
* Fidelity Investments		Fidelity Low Priced Stock	1,516,838	1,982,703
* Fidelity Investments		Fidelity Mid Cap Stock	1,710,164	2,512,242
* Fidelity Investments		Fidelity Real Estate Investment	371,311	368,457
* Fidelity Investments		Fidelity Retirement Money Market Portfolio	1,761,023	1,761,023
* Fidelity Investments		Fidelity Small Cap Stock	584,217	701,957
* Fidelity Investments		Glenmede Small Cap Equity Institutional	35,573	35,170
* Fidelity Investments		Invesco Diversified Dividend Investor Class	1,628,169	2,033,609
* Fidelity Investments		Managed Income Portfolio	837,873	837,873
* Fidelity Investments		Parametric Emerging Market Institutional	169,678	167,710
* Fidelity Investments		Pimco Real Return Bond AD	117,962	106,558
* Fidelity Investments		Ridgeworth Mid Cap Value I	147,265	165,124
* Fidelity Investments		Spartan 500 Index Fund Advantage Class	2,178,724	2,896,199
* Fidelity Investments		Spartan Extended Market Index Advantage Class	698	715
* Fidelity Investments		Spartan International Index Fund Advantage Class	379,433	420,225
* Fidelity Investments		Spartan US Bond Index Advantage Class	1,775,334	1,714,183
* Fidelity Investments		Tmpl Global Bond A	240,583	235,795
	Participant loans	4.25% to 8.75% interest rates	-0-	1,381,776
				<u>\$ 35,799,886</u>
* Party-in interest				

HERITAGE BAG COMPANY 401 (K) PLAN

FINANCIAL REPORT AND SUPPLEMENTAL SCHEDULE

DECEMBER 31, 2013

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* Other schedules required by 29 CFR 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator
Heritage Bag Company 401(k) Plan
Dallas, Texas

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Heritage Bag Company 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting 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 Fidelity Trust Management Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedules. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

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

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of Supplemental Schedule of Assets (Held at End of Year), 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.



WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
August 11, 2014

**HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ASSETS		
Investments at fair value (Note 3)	\$ 34,418,110	\$ 27,427,086
Notes receivable from participants	<u>1,381,776</u>	<u>1,062,130</u>
Total assets	<u>35,799,886</u>	<u>28,489,216</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u><u>\$ 35,799,886</u></u>	<u><u>\$ 28,489,216</u></u>

The Notes to Financial Statements are
an integral part of these statements

**HERITAGE BAG COMPANY 401(k) PLAN
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEARS ENDED DECEMBER 31, 2013 AND 2012**

	<u>2013</u>	<u>2012</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO:		
Employer contributions	\$ 737,572	\$ 702,290
Employee salary deferral contributions	1,780,804	1,580,867
Employee rollovers	1,792	-
Interest and dividend income (Note 3)	1,372,415	715,591
Interest - notes receivable from participants	51,607	46,008
Net appreciation in fair value of investments (Note 3)	<u>5,344,156</u>	<u>2,662,570</u>
Total additions	9,288,346	5,707,326
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Distributions to participants	1,946,750	1,820,206
Participant fees	<u>30,926</u>	<u>20,791</u>
Total deductions	<u>1,977,676</u>	<u>1,840,997</u>
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	7,310,670	3,866,329
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>28,489,216</u>	<u>24,622,887</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	<u><u>\$ 35,799,886</u></u>	<u><u>\$ 28,489,216</u></u>

The Notes to Financial Statements are
an integral part of these statements

HERITAGE BAG COMPANY 401(k) PLAN NOTES TO FINANCIAL STATEMENTS

NOTE 1. DESCRIPTION OF PLAN

The following description of the Heritage Bag Company (the Company and the Plan Administrator) 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established effective September 1, 1996, and covers substantially all employees of the Company. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA).

The Plan established Fidelity Management Trust Company (Fidelity) as the Plan trustee and has adopted the Fidelity Plan document. During 2013 and 2012, all investment transactions were executed by Fidelity.

Eligibility

The Plan requirements allow employees to be eligible to participate in the Plan after he/she completes three months of service and is at least 18 years of age. Participants are also eligible for qualified non-elective contributions after 3 months of service.

Participants become eligible for Company contributions after completion of one year of credited service with 1,000 hours.

Contributions

The Plan offers participants the ability to contribute a percentage of their eligible compensation subject to an annual limit, as defined in the Plan document. The Plan allows participants who are age 50 or older to make pre-tax catch-up contributions each year. Catch up contributions may be made in 2013 up to \$5,500.

In 2013 and 2012, the Company elected to make safe harbor matching contributions. The Company made matching contributions of 100% of the first 1% of the participant's compensation contributed to the plan and 50% of the next 5% of the participant's compensation contributed to the plan. The safe harbor matching contributions are vested 100% after 2 years of service. Participants may not request a hardship withdrawal of these contributions.

The Company may also designate all or a portion of any matching contribution for a payroll period as a qualified matching contribution to help the Plan pass one or more annually required Internal Revenue Code nondiscrimination tests. Participants are 100% vested in these contributions and may not request a hardship withdrawal of these contributions.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Contributions – Continued

The Company may make discretionary nonelective contributions. Participants must complete at least 1,000 hours during the plan year and be employed as of the last day of the plan year. The Company may designate all or a portion of a nonelective contribution as qualified nonelective contributions. Participants are 100% vested in these contributions and may not request a hardship withdrawal of these contributions.

During the plan years ended December 31, 2013 and 2012, employer contributions were made from forfeited amounts totaling \$22,801 and \$35,965, respectively.

Investment Options

Upon enrollment in the Plan and throughout the participant's eligible period of employment, each participant may direct his or her employee, Company matching, and Company discretionary contributions, in 1% increments, in several core mutual fund alternatives.

Effective August 5, 2010 the Plan added Fidelity BrokerageLink (BrokerageLink), a self-directed brokerage account. BrokerageLink expands the participant's investment choices and gives the participant the opportunity to more actively manage their contributions. The annual cost for the participant is \$50 to participate in BrokerageLink. Certain Fidelity funds carry short-term trading fees which are paid by the participant.

Participant Accounts

A separate account is maintained for each participant. Each participant's account is credited with the participant's contributions, plan earnings, and allocations of the Company's matching contributions on a monthly basis. The Company's discretionary contributions are credited in the participant's account based on the investment allocation specified by the participant.

Vesting

The Company's matching contributions and discretionary profit sharing contributions plus actual earnings thereon made before 2012 and nonelective contributions are subject to the following vesting schedule:

<u>Years of Credited Service</u>	<u>Percentage Vested</u>
2	20%
3	40%
4	66%
5	100%

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 1. DESCRIPTION OF PLAN – CONTINUED

Vesting – Continued

In 2012, the Company elected to make safe harbor matching contributions. The safe harbor matching contributions are vested 100% and are non-forfeitable after 2 years of service. Participants are immediately vested in their pretax contributions plus actual earnings thereon.

That portion of a participant's nonvested Company match or Company discretionary contribution account which is forfeited due to termination of employment for reasons other than retirement, disability or death, in any given year, may be used to reduce the Company contributions in the successive year. During the plan years ended December 31, 2013 and 2012, the amount of nonvested forfeitures were \$17,730 and \$21,825, respectively.

Payment of Benefits

The vested portion of a participant's account balance is paid to the participant or the participant's beneficiary, as appropriate, in a lump sum as of the valuation date following retirement, death, disability or termination of employment.

To the extent a terminated participant's account balance exceeds \$5,000 and the participant has not attained age 70-1/2, the participant is allowed to leave funds in the Plan and can continue to earn investment income on the account balance until April 1 of the calendar year following the calendar year during which the participant attains age 70-1/2.

Notes Receivable from Participants

Participants may borrow a minimum of \$1,000 up to a maximum of the lesser of \$50,000, reduced by the highest outstanding note balance the employee had in the previous 12 months, or 50% of the current vested account balance. Notes receivable from participants bear interest at the Bank of America Prime Rate plus 1% to be reviewed quarterly, as determined by the Company's Board of Directors. Applicable rates on new notes receivable made during 2013 were 4.25%. Participants may have only one note outstanding at any time. Note repayments, including principal and interest, are made ratably through weekly payroll deductions. Notes are secured by a lien on the participant's account balance in the Plan. The Plan also permits owner-employees the ability to borrow 401(k) dollars similar to all other employees.

Administrative Expenses

Administrative expenses are paid by the Company on behalf of the Plan.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting

The Plan's financial statements are prepared on an accrual basis of accounting.

Use of Estimates

The preparation of financial statements, in conformity with accounting principles generally accepted in the United States of America, requires management to make estimates and assumptions that affect the reported amounts of net assets and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for plan benefits.

Investment Valuation

Investments of the Plan consist of registered investment company mutual funds. The investments are held by the Trustee and the investments in all of the funds are presented at fair value as determined by the Trustee based on the quoted market prices of the underlying securities within each fund.

Fully Benefit-Responsive Investment Contracts

As described in Financial Accounting Standards Board (FASB) Accounting Standard Codification (ASC) 820, Fair Value Measurements, (ASC 820), 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 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 under the terms of the Plan. The contracts are included in the financial statements at contract value, which approximate fair value. Contract value represents contributions made under the contract, plus earnings, less Plan withdrawals and administrative expenses.

Notes Receivable from Participants

Loans to participants are reported at their unpaid principal balances plus any accrued but unpaid interest.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 2. SUMMARY OF ACCOUNTING POLICIES – CONTINUED

Payment of Benefits

Benefits are recorded when paid. At December 31, 2013 and 2012, there were no unprocessed participant benefit payment requests included in net assets.

Derivative Financial Instruments

The Plan's adoption of Accounting Standards Codification (ASC) 815 (ASC 815) *Derivative Instruments and Hedging Activities* (Prior authoritative literature SFAS No. 133) did not affect the Plan's statements of net assets or changes in net assets. The Plan holds no derivative financial instruments at December 31, 2013 and 2012 and does not currently engage in hedging activities.

Risks and Uncertainties

The Plan provides for various investment options in mutual funds. These types of investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investments securities, including those held by the Plan, it is at least reasonably possible the changes in the values of investment securities will occur in the near term and that such change could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED)

The investments included in the December 31, 2013 and 2012 Statements of Net Assets Available for Benefits, the investment activities included in the Statements of Changes in Net Assets Available for Benefits for the years ended December 31, 2013 and 2012, and certain information on investments and investment activities in the notes to the financial statements were prepared in part or entirely from information certified by the Trustee in accordance with 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 information certified includes total investments of \$34,418,110 and \$27,427,086 at December 31, 2013 and 2012, respectively, and related investment gains of \$6,635,022 and \$3,378,161 for the years ended December 31, 2013 and 2012, respectively.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

**NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) –
CONTINUED**

The fair value of investments at December 31, 2013 and 2012, which is reported by the Trustees, is summarized as follows:

	2013	2012
BrokerageLink	\$ 640,383	\$ 488,237
Fidelity Capital Appreciation	1,267,797	989,708
Fidelity Convertible Securities	790,530	665,479
Fidelity Diversified International	1,919,985 *	1,551,818
Fidelity Freedom 2000	19,033	15,359
Fidelity Freedom 2005	8,745	7,660
Fidelity Freedom 2010	212,302	232,421
Fidelity Freedom 2015	724,131	385,354
Fidelity Freedom 2020	1,187,409	1,002,999
Fidelity Freedom 2025	898,967	529,652
Fidelity Freedom 2030	1,470,902	1,240,344
Fidelity Freedom 2035	931,045	607,211
Fidelity Freedom 2040	229,777	157,583
Fidelity Freedom 2045	290,728	190,138
Fidelity Freedom 2050	267,852	228,009
Fidelity Freedom 2055	107,431	38,542
Fidelity Freedom Income	52,641	48,008
Fidelity Government Income	193,306	422,156
Fidelity Growth Company	7,265,603 *	6,017,371
Fidelity Low Priced Stock	1,982,703 *	1,373,334
Fidelity Mid Cap Stock	2,512,242 *	2,271,215
Fidelity Real Estate Investment	368,457	205,716
Fidelity Retirement Money Market Portfolio	1,761,023 *	1,817,958
Fidelity Small Cap Stock	701,957	611,225
Glenmede Small Cap Equity Institutional	35,170	
Invesco Diversified Dividend Investor Class	2,033,609 *	1,514,911
Managed Income Portfolio	837,873	323,574
Parametric Emerging Market International	167,710	
Pimco Real Return Bond AD	106,558	162,711
Ridgeworth Mid Cap Value I	165,124	161,058
RS Emerging Markets A		34,255
Spartan 500 Index Fund Advantage Class	2,896,199 *	2,319,353
Spartan Extended Market Index Advantage Class	715	
Spartan International Index Fund Advantage Class	420,225	115,380
Spartan US Bond Index Advantage Class	1,714,183	1,453,237
Tmpl Global Bond A	235,795	245,110
Total investments	<u>\$ 34,418,110</u>	<u>\$ 27,427,086</u>
Notes receivable from participants	<u>\$ 1,381,776</u>	<u>\$ 1,062,130</u>

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

**NOTE 3. FINANCIAL INFORMATION PROVIDED BY THE TRUSTEE (UNAUDITED) –
CONTINUED**

	2013	2012
Interest and dividend income	\$ 1,372,415	\$ 715,591
Net appreciation (depreciation) in fair value of investments:		
BrokerageLink	81,571	18,545
Fidelity Capital Appreciation	275,404	181,765
Fidelity Convertible Securities	131,588	90,191
Fidelity Diversified International	357,088	206,118
Fidelity Freedom 2000	51	726
Fidelity Freedom 2005	451	4,279
Fidelity Freedom 2010	20,273	17,780
Fidelity Freedom 2015	43,481	23,658
Fidelity Freedom 2020	93,596	87,558
Fidelity Freedom 2025	80,900	43,430
Fidelity Freedom 2030	177,444	136,783
Fidelity Freedom 2035	75,337	58,430
Fidelity Freedom 2040	26,774	15,738
Fidelity Freedom 2045	27,065	15,788
Fidelity Freedom 2050	33,614	24,018
Fidelity Freedom 2055	11,683	1,128
Fidelity Freedom Income	145	2,311
Fidelity Government Income	(12,068)	(6,369)
Fidelity Growth Company	1,682,428	830,632
Fidelity Low Priced Stock	352,829	114,039
Fidelity Mid Cap Stock	722,586	220,170
Fidelity Real Estate Investment Portfolio	(7,579)	15,297
Fidelity Retirement Money Market	394	237
Fidelity Small Cap Stock	99,028	54,585
Glenmede Small Cap Equity Institutional	(403)	-
Invesco Diversified Dividend Investor Class	400,499	159,142
Parametric Emerging Markets	(1,968)	-
Pimco Real Return Bond AD	(15,795)	3,972
Ridgeworth Mid Cap Value I	33,999	20,115
RS Emerging Markets A	2,732	2,162
Spartan 500 Index Fund Advantage Class	673,848	152,709
Spartan 500 Index Fund Investor Class	-	127,764
Spartan Extended Market Index Advantage Class	634	-
Spartan International Index Fund Advantage Class	45,824	17,277
Spartan international Index Investor Class	-	(5,159)
Spartan US Bond Index Advantage Class	(68,987)	450
Spartan US Bond Index Investor Class	(52)	12,350
Tmpl Global Bond A	(258)	14,951
Net appreciation in fair value of investments:	5,344,156	2,662,570
TOTAL INVESTMENT GAINS	\$ 6,716,571	\$ 3,378,161

*indicates investments representing 5% or more of net assets available for benefits.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 4. PLAN TERMINATION

The Company reserves the right to discontinue the Plan at any time. Upon termination, all participants must receive written notice, and all amounts credited to the participants' accounts shall become 100% vested.

NOTE 5. TAX STATUS

The Plan has obtained a determination letter in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code.

The Plan has been amended since receiving the determination letter. However, the Plan Administrator believes that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code and is therefore qualified and the related trust is tax-exempt.

The Financial Accounting Standards Board (FASB) has recently issued new guidance in accounting for uncertainties in income taxes which requires that the Plan recognize in its financial statements the financial effects of a tax position, if that position is more likely than not of being sustained upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the tax position. The new requirements also provide guidance on measurement, classification, interest, penalties and disclosure.

Tax positions taken related to the Plan's tax exempt status, unrelated business activities taxable income and deductibility of expenses and other miscellaneous tax positions have been reviewed, and management is of the opinion that material positions taken by the Plan would more likely than not be sustained by examination. Accordingly, the Plan has not recorded an income tax liability for uncertain tax benefits. The entities tax years 2011 and thereafter remain subject to examination.

NOTE 6. PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, party rendering services to the Plan, the employer, and certain others. As such, transactions conducted by the trustee qualify as party-in-interest transactions.

NOTE 7. FAIR VALUE MEASUREMENTS

In September 2006, the FASB issued a new standard relating to fair value measurements, Accounting Standards Codification (ASC) 820 (ASC 820), Fair Value Measures and Disclosures (Prior authoritative literature: SFAS No. 157, Fair Value Measurements) which introduces a framework for measuring fair value and expands required disclosure about fair value measurements of assets and liabilities. Fair value measurements guidance defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The guidance describes three levels of inputs that may be used to measure fair value:

Level 1 inputs: Quoted prices in active markets for identical assets or liabilities.

Level 2 inputs: Observable inputs other than Level 1 prices such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 inputs: Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

The asset's 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.

Mutual Funds

Valued at the net asset value (NAV) of shares held by the plan at year end.

Collective Investment Trust (Stable Value Fund)

These funds invest in benefit-responsive investment contracts and are valued using the NAV provided by the administrator of the fund. The NAV is based on the value of the underlying assets owned by the fund, minus its liabilities, and then divided by the number of shares outstanding. The NAV is classified as a level 2 of the valuation hierarchy because the NAV's unit price is quoted on a private market that is not active; however the fund is valued daily. It is the policy of the Trustee to use its best efforts to maintain a stable net asset value of \$1.00 per unit. Neither the Portfolio nor the Trustee can guarantee that the unit value shall always remain at \$1.00. In addition, withdrawals directed by a Plan Sponsor must be preceded by twelve months written notice to the Trustee. Withdrawals prompted by an employer-initiated event, such as withdrawals resulting from the sale of a division of the sponsor of a Participating Plan, a corporate layoff or early retirement program, changes to the investment options of a Participating Plan, or termination or partial termination of a Participating Plan, may be paid at the contract's market value, which may be less than contract value, or may be subject to a contract change or penalty.

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 7. FAIR VALUE MEASUREMENTS – CONTINUED

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2013:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mid/Large Cap Stock	\$ 18,123,992	\$ -	\$ -	\$ 18,123,992
Blended Investments	7,191,493	-	-	7,191,493
Fixed Income	2,249,842	837,873	-	3,087,715
Money Market	1,761,023	-	-	1,761,023
Real Estate	368,457	-	-	368,457
International	2,507,920	-	-	2,507,920
Small Cap Stock	737,127	-	-	737,127
Other	640,383	-	-	640,383
Total assets	<u>\$ 33,580,237</u>	<u>\$ 837,873</u>	<u>\$ -</u>	<u>\$ 34,418,110</u>

The following table presents the Plan's fair value hierarchy for the financial assets measured at fair value on a recurring basis as of December 31, 2012:

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Observable Inputs (Level2)	Significant Unobservable Inputs (Level 3)	Total Fair Value
Assets:				
Mid/Large Cap Stock	\$ 14,646,951	\$ -	\$ -	\$ 14,646,951
Blended Investments	5,348,759	-	-	5,348,759
Fixed Income	2,283,214	323,574	-	2,606,788
Money Market	1,817,958	-	-	1,817,958
Real Estate	205,716	-	-	205,716
International	1,701,452	-	-	1,701,452
Small Cap Stock	611,225	-	-	611,225
Other	488,237	-	-	488,237
Total assets	<u>\$ 27,103,512</u>	<u>\$ 323,574</u>	<u>\$ -</u>	<u>\$ 27,427,086</u>

**HERITAGE BAG COMPANY 401(k) PLAN
NOTES TO FINANCIAL STATEMENTS**

NOTE 8. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits as shown in the financial statements to Form 5500 as of December 31, 2013:

Net assets available for benefits per financial statements	\$ 35,799,886
Adjustment for fund valued at contract value	<u>12,822</u>
Net assets available for benefits per Form 5500	<u><u>\$ 35,812,708</u></u>

The following is a reconciliation of net increase in net assets available for benefits shown in the financial statements to Form 5500 as of December 31, 2013:

Net increase in net assets available for benefits per financial statements	\$ 7,310,670
Adjustment for fund valued at contract value	12,822
Adjustment for prior year contract valuation	<u>(9,533)</u>
Net increase in net assets available for benefits per Form 5500	<u><u>\$ 7,313,959</u></u>

NOTE 9. SUBSEQUENT EVENTS

The Plan has evaluated events occurring subsequent to December 31, 2013, through August 11, 2014, the dates these financial statements were available to be issued. No material subsequent events have occurred since December 31, 2013 that required recognition or disclosure in these financial statements.

SUPPLEMENTAL SCHEDULE

HERITAGE BAG COMPANY 401 (k) PLAN
EIN: 75-1425644
PLAN NUMBER: 002
SCHEDULE H, PART IV, LINE 4i
SUPPLEMENTAL SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer	Description of Investment	Cost	Current Value
* Fidelity Investments		BrokerageLink	\$ 549,180	\$ 640,383
* Fidelity Investments		Fidelity Capital Appreciation	960,296	1,267,797
* Fidelity Investments		Fidelity Convertible Securities	597,889	790,530
* Fidelity Investments		Fidelity Diversified International	1,486,127	1,919,985
* Fidelity Investments		Fidelity Freedom 2000	18,481	19,033
* Fidelity Investments		Fidelity Freedom 2005	8,253	8,745
* Fidelity Investments		Fidelity Freedom 2010	187,465	212,302
* Fidelity Investments		Fidelity Freedom 2015	672,726	724,131
* Fidelity Investments		Fidelity Freedom 2020	1,037,011	1,187,409
* Fidelity Investments		Fidelity Freedom 2025	791,867	898,967
* Fidelity Investments		Fidelity Freedom 2030	1,245,326	1,470,902
* Fidelity Investments		Fidelity Freedom 2035	861,092	931,045
* Fidelity Investments		Fidelity Freedom 2040	198,198	229,777
* Fidelity Investments		Fidelity Freedom 2045	256,755	290,728
* Fidelity Investments		Fidelity Freedom 2050	230,807	267,852
* Fidelity Investments		Fidelity Freedom 2055	98,201	107,431
* Fidelity Investments		Fidelity Freedom Income	49,121	52,641
* Fidelity Investments		Fidelity Government Income	201,670	193,306
* Fidelity Investments		Fidelity Growth Company	4,589,412	7,265,603
* Fidelity Investments		Fidelity Low Priced Stock	1,516,838	1,982,703
* Fidelity Investments		Fidelity Mid Cap Stock	1,710,164	2,512,242
* Fidelity Investments		Fidelity Real Estate Investment	371,311	368,457
* Fidelity Investments		Fidelity Retirement Money Market Portfolio	1,761,023	1,761,023
* Fidelity Investments		Fidelity Small Cap Stock	584,217	701,957
* Fidelity Investments		Glenmede Small Cap Equity Institutional	35,573	35,170
* Fidelity Investments		Invesco Diversified Dividend Investor Class	1,628,169	2,033,609
* Fidelity Investments		Managed Income Portfolio	837,873	837,873
* Fidelity Investments		Parametric Emerging Market Institutional	169,678	167,710
* Fidelity Investments		Pimco Real Return Bond AD	117,962	106,558
* Fidelity Investments		Ridgeworth Mid Cap Value I	147,265	165,124
* Fidelity Investments		Spartan 500 Index Fund Advantage Class	2,178,724	2,896,199
* Fidelity Investments		Spartan Extended Market Index Advantage Class	698	715
* Fidelity Investments		Spartan International Index Fund Advantage Class	379,433	420,225
* Fidelity Investments		Spartan US Bond Index Advantage Class	1,775,334	1,714,183
* Fidelity Investments		Tmpl Global Bond A	240,583	235,795
	Participant loans	4.25% to 8.75% interest rates	-0-	1,381,776
				<u>\$ 35,799,886</u>
* Party-in interest				