Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [ ] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
LIQUI-BOX CORPORATION 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 02/17/2012

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

LIQUI-BOX CORPORATION

6950 WORTHINGTON-GALENA RD
WORTHINGTON, OH 43085

2b Employer Identification Number (EIN)
31-0628033

2c Sponsor's telephone number
614-543-1233

2d Business code (see instructions)
326100

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.	09/23/2014	ANGELA KENYON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	09/23/2014	ANGELA KENYON
	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 [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	403
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**	386
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	28
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	414
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	414
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	414
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] Trust
- **(4)** [ ] General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- **(1)** [X] Insurance
- **(2)** [ ] Code section 412(e)(3) insurance contracts
- **(3)** [X] 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)** [X] **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)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [X] 1 **A** (Insurance Information)
- **(4)** [X] **C** (Service Provider Information)
- **(5)** [ ] **D** (DFE/Participating Plan Information)
- **(6)** [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance 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.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

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
LIQUI-BOX CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIQUI-BOX CORPORATION

D Employer Identification Number (EIN)
31-0628033

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier

PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY

(b) EIN	**(c)** NAIC code	**(d)** Contract or identification number	**(e)** Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	**(g)** To
06-1050034	93629	41926	414	01/01/2013	12/31/2013

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	**(b)** Total amount of fees paid
0	11425

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

LPL FINANCIAL LLC
9785 TOWNE CENTRE DRIVE
ATTN COMMISSION DEPT
SAN DIEGO, CA 92121

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	
	11425	SERVICES TO INSURER OR PLAN	4

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	4808305
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED GENERAL ACCOUNT CONTRACT

b	Balance at the end of the previous year			7b	4052749
c	Additions: (1) Contributions deposited during the year	7c(1)	598466		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	63303		
	(4) Transferred from separate account	7c(4)			
	(5) Other (specify below)	7c(5)	992037		
	▶ LOAN REPAYMENTS TRANSFERS IN				
	(6) Total additions			7c(6)	1653806
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	5706555
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	205562		
	(2) Administration charge made by carrier	7e(2)	1952		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	690736		
	▶ LOAN INITIATIONS TRANSFERS OUT MISCELLANEOUS OUT				
	(5) Total deductions			7e(5)	898250
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	4808305

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount			**10b**	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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	**B** Three-digit plan number (PN) ▶	
LIQUI-BOX CORPORATION 401(K) PLAN		001
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number (EIN)	
LIQUI-BOX CORPORATION	31-0628033	

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

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

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

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

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

STONESTREET EQUITY

95-2834236

(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?
33 71	NONE	0	Yes [X] No [ ]	Yes [ ] No [X]	40286	Yes [ ] No [X]

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(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?
13 15 37 50 64	NONE	11605	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(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?
72	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] 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
PRUDENTIAL RETIREMENT INSURANCE AND	15 64	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.
PRUDENTIAL RETIREMENT INSURANCE AND 06-1050034	75.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 GUARANTEED INCOME FUND

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU JENN MD CP GRW A

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 12/31/2013 PRU TOTAL RETURN BOND A

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
THE PRUDENTIAL INSURANCE COMPANY OF	61 72	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.
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND $0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2013 TO 9/30/2013 TARGET SMALL CAP VALUE R

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE 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
LIQUI-BOX CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIQUI-BOX CORPORATION

D Employer Identification Number (EIN)
31-0628033

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	26	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1042557	1160843
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	12527050	16685108
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	4052749	4808305
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	17622382	22654256
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17622382	22654256

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)	1069378	
(B) Participants	2a(1)(B)	1398895	
(C) Others (including rollovers)	2a(1)(C)	204751	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		2673024
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	48542	
(F) Other	2b(1)(F)	63303	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		111845
(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	188824	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		188824
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		2889987
c Other income	2c		-263
d Total income. Add all **income** amounts in column (b) and enter total	2d		5863417
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	833233	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		833233
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		-14545
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	12855	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		12855
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		831543
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		5031874
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

(1) Name: REA & ASSOCIATES, INC. **(2)** EIN: 34-1310124

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

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

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

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

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.

For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

A Name of plan
LIQUI-BOX CORPORATION 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
LIQUI-BOX CORPORATION

D Employer Identification Number (EIN)
31-0628033

Part I Distributions

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

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

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 22-1211670

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Liqui-Box Corporation
401(k) Plan
Audited Financial Statements

December 31, 2013 and 2012

Rea & associates

www.reacpa.com

LIQUI-BOX CORPORATION 401(K) PLAN

* * * * *

AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

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Rea & associates a brighter way

August 21, 2014

To the Investment Committee of the
Liqui-Box Corporation 401(k) Plan
Worthington, Ohio

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Liqui-Box Corporation 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 year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the 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 or provided by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 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
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Rea & Associates, Inc.

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
INVESTMENTS, at fair market value		
Mutual funds	$ 16,685,108	$ 12,527,076
Guaranteed income fund	4,808,305	4,052,749
Total investments, at fair market value	21,493,413	16,579,825
RECEIVABLES:		
Notes receivable from participants	1,160,843	1,042,557
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 22,654,256**	**$ 17,622,382**

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

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013 AND FOR THE PERIOD FROM INCEPTION (FEBRUARY 17,2012) THROUGH DECEMBER 31, 2012

	2013	2012
ADDITIONS TO NET ASSETS:		
Contributions:		
Participant	$ 1,398,895	$ 924,910
Employer	1,069,378	598,113
Rollovers	204,751	138,386
Total contributions	2,673,024	1,661,409
Investment income:		
Net appreciation in fair value of mutual funds	3,078,811	196,434
Interest and dividends	63,303	44,500
Total investment income	3,142,114	240,934
Interest on notes receivable from participants	48,542	30,094
Transfer in	-	16,080,070
TOTAL ADDITIONS	5,863,680	18,012,507
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	818,688	382,042
Administrative expenses	13,118	8,083
TOTAL DEDUCTIONS	831,806	390,125
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,031,874	17,622,382
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	17,622,382	-
End of year	**$ 22,654,256**	**$ 17,622,382**

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

NOTE 1: DESCRIPTION OF RETIREMENT PLAN

General

Liqui-Box Corporation 401(k) Plan (the "Plan") is a 401(k) plan which was formed for the purpose of providing retirement benefits to employees of Liqui-Box Corporation (the "Company"). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

All employees of the Company, except employees covered under a collective bargaining agreement and temporary employees, become eligible to participate in the Plan and to receive employer matching contributions on their employment commencement date. The Plan is subject to the provisions of ERISA.

Contributions

Each year, participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. The Company provides a safe harbor matching contribution of 100% of the first 6% of eligible compensation that a participant contributes to the plan. Contributions are subject to certain limitations pursuant to Section 401(k) of the Internal Revenue Code.

Participants Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan, primarily including a guaranteed income fund and mutual funds with varying fund objectives and degrees of investment risk.

Vesting

Participants are vested immediately in their elective deferral and safe harbor matching contributions, plus actual earnings thereon. Forfeitures, if any, are used to reduce future employer contributions or plan expenses.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Notes Receivable. Loan terms range from one to five years, or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's vested account and bear interest at a rate commensurate with the bank prime rate plus 1% as reported by the U.S. Federal Reserve. Interest rates currently range from 4.25% to 10.5%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

NOTE 1: DESCRIPTION OF RETIREMENT PLAN (CONTINUED)

Forfeited Amounts
At December 31, 2013 and 2012, there were no unallocated forfeited amounts. No forfeited amounts were used to reduce employer contributions during 2013 or 2012.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts. There was no adjustment of the fully benefit-responsive investment contracts from fair value to contract value, since contract value is the same as fair value. See Note 6.

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Investment Committee determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Payment of Benefits
Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan, including participant recordkeeping and investment management fees, are paid by the Company and excluded from these financial statements. Certain administrative charges are paid by participants, including fees related to loans and distributions.

Recent Accounting Pronouncements

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Company has considered activities through August 21, 2014, the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments , interest and dividends for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential Bank & Trust, F.S.B (the trustee of the Plan).

NOTE 4: INVESTMENTS

The Plan's investments that represent five percent or more of the Plan's net assets available for benefits are as follows as of December 31:

	2013	2012
Prudential Guaranteed Income Fund	$ 4,808,305	$ 4,052,749
Prudential Total Return Bond A	2,805,840	2,402,517
Opp Int Div Fund A	2,622,772	1,936,154
All Bern Small Cap Grow K	1,893,426	1,023,699
JP Morgan Large Cap Grow A	1,404,480	1,001,243
American Mutual Fund R3	1,365,350	945,965
Invesco Charter Fund A	1,334,098	1,183,556

NOTE 5: FAIR VALUE MEASUREMENT

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 6.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 7,127,671	$ -	$ -	$ 7,127,671
Fixed Income	3,109,590	-	4,808,305	7,917,895
International	2,890,024	-	-	2,890,024
Small Cap Stock	2,697,235	-	-	2,697,235
Other	860,588	-	-	860,588
Total investments at fair value	$ 16,685,108	$ -	$ 4,808,305	$ 21,493,413

Assets at Fair Value as of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 5,332,049	$ -	$ -	$ 5,332,049
Fixed Income	2,766,679	-	4,052,749	6,819,428
International	2,153,396	-	-	2,153,396
Small Cap Stock	1,770,396	-	-	1,770,396
Other	504,556	-	-	504,556
Total investments at fair value	$ 12,527,076	$ -	$ 4,052,749	$ 16,579,825

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

The following table sets forth the Guaranteed Income Fund that is carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012:

	2013	2012
Beginning balance	$ 4,052,749	$ -
Transfer in from previous plans	-	4,133,640
Contributions, purchases	1,034,135	368,886
Interest income	63,303	44,468
Sales, settlements net	(341,882)	(494,245)
Ending balance	$ 4,808,305	$ 4,052,749

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company and the terms of the investment contract. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY

In 2012, the plan entered into a benefit-responsive guaranteed investment contract (GIC) with Prudential Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

The GIC is included in the financial statements at fair value, which is equal to contract value. The concept of a value other than contract value does not apply to this GIC even upon discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the Sponsor provides notice to discontinue. There are no specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The insurer owns a promise to pay interest at crediting rates, which are announced in advance and guaranteed for a six-month period. This contract is not a traditional GIC and there are no cash flows that could be discounted. Contract value represents contributions made under the contract, plus transfers to the fund and credited interest, less participant withdrawals, transfers out ofthe fund and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $4,808,305 and $4,052,749, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50% and for 2013 and 2012. Such interest rates are reviewed on a monthly basis for resetting.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY (CONTINUED)

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

Average yields:	2013	2012
Based on actual earnings	1.45%	1.55%
Based on interest rate credited to participants	1.45%	1.55%

NOTE 7: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential. Prudential Bank & Trust, F.S.B. is the nondiscretionary trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 8: PLAN TERMINATION

Although the Plan Sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan Sponsor terminates the Plan, participants are entitled to receive the value of their account, including employer contributions and earnings thereon.

NOTE 9: TAX STATUS

The Plan has adopted a non-standardized form of a prototype plan sponsored by Prudential Insurance Company of America. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

NOTE 10: RISKS AND UNCERTAINTIES

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

LIQUI-BOX CORPORATION 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2013
(UNAUDITED)

EIN: 31-0628033
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or	(c) Description of investment including maturity	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Prudential Retirement Insurance and Annuity Company	**	4,808,305
*	Pru Total Return Bond A	Mutual Funds	**	2,805,840
	Opp Int Div Fund A	Mutual Funds	**	2,622,772
	Invesco Charter Fund A	Mutual Funds	**	1,334,098
	All Bern Small Cap Grw K	Mutual Funds	**	1,893,426
	JP Morgan Large Cap Grow A	Mutual Funds	**	1,404,480
	American Mutual Fund R3	Mutual Funds	**	1,365,350
	Dreyfys S&P 500 Index Fd	Mutual Funds	**	931,048
	Lord Abbett Value Opp R3	Mutual Funds	**	592,306
	Columbia Small Cap Index A	Mutual Funds	**	367,291
*	Pru Jenn Md Cp Grow A	Mutual Funds	**	889,890
	American Century Mid Cap V	Mutual Funds	**	610,499
	Drey Bd Mkts Index Fd	Mutual Funds	**	303,750
	Oakmark Equity and Income	Mutual Funds	**	627,116
	Target Small Cap Value R	Mutual Funds	**	436,518
	DWS RREEF Real Estate A	Mutual Funds	**	233,472
	Amer Europacific Grow R3	Mutual Funds	**	267,252
				21,493,413
*	Notes receivable from participants	(Interest ranging between 4.25% to 10.5% and maturing at various dates through 2019 secured by balances in participants' account)	**	1,160,843
		TOTAL		$ 22,654,256

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by Prudential Bank & Trust, F.S.B. the trustee of the Plan.

Liqui-Box Corporation
401(k) Plan
Audited Financial Statements

December 31, 2013 and 2012

Rea & associates

www.reacpa.com

LIQUI-BOX CORPORATION 401(K) PLAN

* * * * *

AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

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Rea & associates a brighter way

August 21, 2014

To the Investment Committee of the
Liqui-Box Corporation 401(k) Plan
Worthington, Ohio

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Liqui-Box Corporation 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 year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the 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 or provided by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 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
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Rea & Associates, Inc.

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
INVESTMENTS, at fair market value		
Mutual funds	$ 16,685,108	$ 12,527,076
Guaranteed income fund	4,808,305	4,052,749
Total investments, at fair market value	21,493,413	16,579,825
RECEIVABLES:		
Notes receivable from participants	1,160,843	1,042,557
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 22,654,256**	**$ 17,622,382**

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

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013 AND FOR THE PERIOD FROM INCEPTION (FEBRUARY 17,2012) THROUGH DECEMBER 31, 2012

	2013	2012
ADDITIONS TO NET ASSETS:		
Contributions:		
Participant	$ 1,398,895	$ 924,910
Employer	1,069,378	598,113
Rollovers	204,751	138,386
Total contributions	2,673,024	1,661,409
Investment income:		
Net appreciation in fair value of mutual funds	3,078,811	196,434
Interest and dividends	63,303	44,500
Total investment income	3,142,114	240,934
Interest on notes receivable from participants	48,542	30,094
Transfer in	-	16,080,070
TOTAL ADDITIONS	5,863,680	18,012,507
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	818,688	382,042
Administrative expenses	13,118	8,083
TOTAL DEDUCTIONS	831,806	390,125
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,031,874	17,622,382
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	17,622,382	-
End of year	**$ 22,654,256**	**$ 17,622,382**

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

NOTE 1: DESCRIPTION OF RETIREMENT PLAN

General

Liqui-Box Corporation 401(k) Plan (the "Plan") is a 401(k) plan which was formed for the purpose of providing retirement benefits to employees of Liqui-Box Corporation (the "Company"). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

All employees of the Company, except employees covered under a collective bargaining agreement and temporary employees, become eligible to participate in the Plan and to receive employer matching contributions on their employment commencement date. The Plan is subject to the provisions of ERISA.

Contributions

Each year, participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. The Company provides a safe harbor matching contribution of 100% of the first 6% of eligible compensation that a participant contributes to the plan. Contributions are subject to certain limitations pursuant to Section 401(k) of the Internal Revenue Code.

Participants Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan, primarily including a guaranteed income fund and mutual funds with varying fund objectives and degrees of investment risk.

Vesting

Participants are vested immediately in their elective deferral and safe harbor matching contributions, plus actual earnings thereon. Forfeitures, if any, are used to reduce future employer contributions or plan expenses.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Notes Receivable. Loan terms range from one to five years, or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's vested account and bear interest at a rate commensurate with the bank prime rate plus 1% as reported by the U.S. Federal Reserve. Interest rates currently range from 4.25% to 10.5%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

NOTE 1: DESCRIPTION OF RETIREMENT PLAN (CONTINUED)

Forfeited Amounts
At December 31, 2013 and 2012, there were no unallocated forfeited amounts. No forfeited amounts were used to reduce employer contributions during 2013 or 2012.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts. There was no adjustment of the fully benefit-responsive investment contracts from fair value to contract value, since contract value is the same as fair value. See Note 6.

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Investment Committee determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Payment of Benefits
Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan, including participant recordkeeping and investment management fees, are paid by the Company and excluded from these financial statements. Certain administrative charges are paid by participants, including fees related to loans and distributions.

Recent Accounting Pronouncements

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Company has considered activities through August 21, 2014, the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments , interest and dividends for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential Bank & Trust, F.S.B (the trustee of the Plan).

NOTE 4: INVESTMENTS

The Plan's investments that represent five percent or more of the Plan's net assets available for benefits are as follows as of December 31:

	2013	2012
Prudential Guaranteed Income Fund	$ 4,808,305	$ 4,052,749
Prudential Total Return Bond A	2,805,840	2,402,517
Opp Int Div Fund A	2,622,772	1,936,154
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American Mutual Fund R3	1,365,350	945,965
Invesco Charter Fund A	1,334,098	1,183,556

NOTE 5: FAIR VALUE MEASUREMENT

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 6.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 7,127,671	$ -	$ -	$ 7,127,671
Fixed Income	3,109,590	-	4,808,305	7,917,895
International	2,890,024	-	-	2,890,024
Small Cap Stock	2,697,235	-	-	2,697,235
Other	860,588	-	-	860,588
Total investments at fair value	$ 16,685,108	$ -	$ 4,808,305	$ 21,493,413

Assets at Fair Value as of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 5,332,049	$ -	$ -	$ 5,332,049
Fixed Income	2,766,679	-	4,052,749	6,819,428
International	2,153,396	-	-	2,153,396
Small Cap Stock	1,770,396	-	-	1,770,396
Other	504,556	-	-	504,556
Total investments at fair value	$ 12,527,076	$ -	$ 4,052,749	$ 16,579,825

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

The following table sets forth the Guaranteed Income Fund that is carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012:

	2013	2012
Beginning balance	$ 4,052,749	$ -
Transfer in from previous plans	-	4,133,640
Contributions, purchases	1,034,135	368,886
Interest income	63,303	44,468
Sales, settlements net	(341,882)	(494,245)
Ending balance	$ 4,808,305	$ 4,052,749

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company and the terms of the investment contract. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY

In 2012, the plan entered into a benefit-responsive guaranteed investment contract (GIC) with Prudential Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

The GIC is included in the financial statements at fair value, which is equal to contract value. The concept of a value other than contract value does not apply to this GIC even upon discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the Sponsor provides notice to discontinue. There are no specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The insurer owns a promise to pay interest at crediting rates, which are announced in advance and guaranteed for a six-month period. This contract is not a traditional GIC and there are no cash flows that could be discounted. Contract value represents contributions made under the contract, plus transfers to the fund and credited interest, less participant withdrawals, transfers out ofthe fund and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $4,808,305 and $4,052,749, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50% and for 2013 and 2012. Such interest rates are reviewed on a monthly basis for resetting.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY (CONTINUED)

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

Average yields:	2013	2012
Based on actual earnings	1.45%	1.55%
Based on interest rate credited to participants	1.45%	1.55%

NOTE 7: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential. Prudential Bank & Trust, F.S.B. is the nondiscretionary trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 8: PLAN TERMINATION

Although the Plan Sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan Sponsor terminates the Plan, participants are entitled to receive the value of their account, including employer contributions and earnings thereon.

NOTE 9: TAX STATUS

The Plan has adopted a non-standardized form of a prototype plan sponsored by Prudential Insurance Company of America. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

NOTE 10: RISKS AND UNCERTAINTIES

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

LIQUI-BOX CORPORATION 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2013
(UNAUDITED)

EIN: 31-0628033
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or	(c) Description of investment including maturity	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Prudential Retirement Insurance and Annuity Company	**	4,808,305
*	Pru Total Return Bond A	Mutual Funds	**	2,805,840
	Opp Int Div Fund A	Mutual Funds	**	2,622,772
	Invesco Charter Fund A	Mutual Funds	**	1,334,098
	All Bern Small Cap Grw K	Mutual Funds	**	1,893,426
	JP Morgan Large Cap Grow A	Mutual Funds	**	1,404,480
	American Mutual Fund R3	Mutual Funds	**	1,365,350
	Dreyfys S&P 500 Index Fd	Mutual Funds	**	931,048
	Lord Abbett Value Opp R3	Mutual Funds	**	592,306
	Columbia Small Cap Index A	Mutual Funds	**	367,291
*	Pru Jenn Md Cp Grow A	Mutual Funds	**	889,890
	American Century Mid Cap V	Mutual Funds	**	610,499
	Drey Bd Mkts Index Fd	Mutual Funds	**	303,750
	Oakmark Equity and Income	Mutual Funds	**	627,116
	Target Small Cap Value R	Mutual Funds	**	436,518
	DWS RREEF Real Estate A	Mutual Funds	**	233,472
	Amer Europacific Grow R3	Mutual Funds	**	267,252
				21,493,413
*	Notes receivable from participants	(Interest ranging between 4.25% to 10.5% and maturing at various dates through 2019 secured by balances in participants' account)	**	1,160,843
		TOTAL		$ 22,654,256

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by Prudential Bank & Trust, F.S.B. the trustee of the Plan.

Liqui-Box Corporation
401(k) Plan
Audited Financial Statements

December 31, 2013 and 2012

Rea & associates

www.reacpa.com

LIQUI-BOX CORPORATION 401(K) PLAN

* * * * *

AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

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Rea & associates a brighter way

August 21, 2014

To the Investment Committee of the
Liqui-Box Corporation 401(k) Plan
Worthington, Ohio

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Liqui-Box Corporation 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 year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the 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 or provided by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 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
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Rea & Associates, Inc.

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
INVESTMENTS, at fair market value		
Mutual funds	$ 16,685,108	$ 12,527,076
Guaranteed income fund	4,808,305	4,052,749
Total investments, at fair market value	21,493,413	16,579,825
RECEIVABLES:		
Notes receivable from participants	1,160,843	1,042,557
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 22,654,256**	**$ 17,622,382**

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

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013 AND FOR THE PERIOD FROM INCEPTION (FEBRUARY 17,2012) THROUGH DECEMBER 31, 2012

	2013	2012
ADDITIONS TO NET ASSETS:		
Contributions:		
Participant	$ 1,398,895	$ 924,910
Employer	1,069,378	598,113
Rollovers	204,751	138,386
Total contributions	2,673,024	1,661,409
Investment income:		
Net appreciation in fair value of mutual funds	3,078,811	196,434
Interest and dividends	63,303	44,500
Total investment income	3,142,114	240,934
Interest on notes receivable from participants	48,542	30,094
Transfer in	-	16,080,070
TOTAL ADDITIONS	5,863,680	18,012,507
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	818,688	382,042
Administrative expenses	13,118	8,083
TOTAL DEDUCTIONS	831,806	390,125
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,031,874	17,622,382
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	17,622,382	-
End of year	**$ 22,654,256**	**$ 17,622,382**

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

NOTE 1: DESCRIPTION OF RETIREMENT PLAN

General

Liqui-Box Corporation 401(k) Plan (the "Plan") is a 401(k) plan which was formed for the purpose of providing retirement benefits to employees of Liqui-Box Corporation (the "Company"). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

All employees of the Company, except employees covered under a collective bargaining agreement and temporary employees, become eligible to participate in the Plan and to receive employer matching contributions on their employment commencement date. The Plan is subject to the provisions of ERISA.

Contributions

Each year, participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. The Company provides a safe harbor matching contribution of 100% of the first 6% of eligible compensation that a participant contributes to the plan. Contributions are subject to certain limitations pursuant to Section 401(k) of the Internal Revenue Code.

Participants Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan, primarily including a guaranteed income fund and mutual funds with varying fund objectives and degrees of investment risk.

Vesting

Participants are vested immediately in their elective deferral and safe harbor matching contributions, plus actual earnings thereon. Forfeitures, if any, are used to reduce future employer contributions or plan expenses.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Notes Receivable. Loan terms range from one to five years, or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's vested account and bear interest at a rate commensurate with the bank prime rate plus 1% as reported by the U.S. Federal Reserve. Interest rates currently range from 4.25% to 10.5%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

NOTE 1: DESCRIPTION OF RETIREMENT PLAN (CONTINUED)

Forfeited Amounts
At December 31, 2013 and 2012, there were no unallocated forfeited amounts. No forfeited amounts were used to reduce employer contributions during 2013 or 2012.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts. There was no adjustment of the fully benefit-responsive investment contracts from fair value to contract value, since contract value is the same as fair value. See Note 6.

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Investment Committee determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Payment of Benefits
Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan, including participant recordkeeping and investment management fees, are paid by the Company and excluded from these financial statements. Certain administrative charges are paid by participants, including fees related to loans and distributions.

Recent Accounting Pronouncements

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Company has considered activities through August 21, 2014, the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments , interest and dividends for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential Bank & Trust, F.S.B (the trustee of the Plan).

NOTE 4: INVESTMENTS

The Plan's investments that represent five percent or more of the Plan's net assets available for benefits are as follows as of December 31:

	2013	2012
Prudential Guaranteed Income Fund	$ 4,808,305	$ 4,052,749
Prudential Total Return Bond A	2,805,840	2,402,517
Opp Int Div Fund A	2,622,772	1,936,154
All Bern Small Cap Grow K	1,893,426	1,023,699
JP Morgan Large Cap Grow A	1,404,480	1,001,243
American Mutual Fund R3	1,365,350	945,965
Invesco Charter Fund A	1,334,098	1,183,556

NOTE 5: FAIR VALUE MEASUREMENT

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 6.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

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

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We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

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Beginning balance	$ 4,052,749	$ -
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There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $4,808,305 and $4,052,749, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50% and for 2013 and 2012. Such interest rates are reviewed on a monthly basis for resetting.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY (CONTINUED)

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

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Based on actual earnings	1.45%	1.55%
Based on interest rate credited to participants	1.45%	1.55%

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U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

NOTE 10: RISKS AND UNCERTAINTIES

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

LIQUI-BOX CORPORATION 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2013
(UNAUDITED)

EIN: 31-0628033
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor, or	(c) Description of investment including maturity	(d) Cost	(e) Current Value
*	Guaranteed Income Fund	Prudential Retirement Insurance and Annuity Company	**	4,808,305
*	Pru Total Return Bond A	Mutual Funds	**	2,805,840
	Opp Int Div Fund A	Mutual Funds	**	2,622,772
	Invesco Charter Fund A	Mutual Funds	**	1,334,098
	All Bern Small Cap Grw K	Mutual Funds	**	1,893,426
	JP Morgan Large Cap Grow A	Mutual Funds	**	1,404,480
	American Mutual Fund R3	Mutual Funds	**	1,365,350
	Dreyfys S&P 500 Index Fd	Mutual Funds	**	931,048
	Lord Abbett Value Opp R3	Mutual Funds	**	592,306
	Columbia Small Cap Index A	Mutual Funds	**	367,291
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	Target Small Cap Value R	Mutual Funds	**	436,518
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	Amer Europacific Grow R3	Mutual Funds	**	267,252
				21,493,413
*	Notes receivable from participants	(Interest ranging between 4.25% to 10.5% and maturing at various dates through 2019 secured by balances in participants' account)	**	1,160,843
		TOTAL		$ 22,654,256

* - Party-in-interest

** - Cost information has been excluded in accordance with Form 5500 instructions as all investments are participant directed.

Note: This schedule is based on information which has been certified as complete and accurate by Prudential Bank & Trust, F.S.B. the trustee of the Plan.

Liqui-Box Corporation
401(k) Plan
Audited Financial Statements

December 31, 2013 and 2012

Rea & associates

www.reacpa.com

LIQUI-BOX CORPORATION 401(K) PLAN

* * * * *

AUDITED FINANCIAL STATEMENTS
DECEMBER 31, 2013 AND 2012

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Rea & associates a brighter way

August 21, 2014

To the Investment Committee of the
Liqui-Box Corporation 401(k) Plan
Worthington, Ohio

INDEPENDENT AUDITORS' REPORT

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of the Liqui-Box Corporation 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 year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the 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 or provided by Prudential Bank & Trust, F.S.B., the trustee of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained certifications from the trustee as of and for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 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
The supplemental schedule of Assets Held for Investment Purposes at End of Year as of December 31, 2013 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. The supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified or provided 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.

Rea & Associates, Inc.

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2013 AND 2012

	2013	2012
INVESTMENTS, at fair market value		
Mutual funds	$ 16,685,108	$ 12,527,076
Guaranteed income fund	4,808,305	4,052,749
Total investments, at fair market value	21,493,413	16,579,825
RECEIVABLES:		
Notes receivable from participants	1,160,843	1,042,557
NET ASSETS AVAILABLE FOR PLAN BENEFITS	**$ 22,654,256**	**$ 17,622,382**

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

LIQUI-BOX CORPORATION 401(k) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEAR ENDED DECEMBER 31, 2013 AND FOR THE PERIOD FROM INCEPTION (FEBRUARY 17,2012) THROUGH DECEMBER 31, 2012

	2013	2012
ADDITIONS TO NET ASSETS:		
Contributions:		
Participant	$ 1,398,895	$ 924,910
Employer	1,069,378	598,113
Rollovers	204,751	138,386
Total contributions	2,673,024	1,661,409
Investment income:		
Net appreciation in fair value of mutual funds	3,078,811	196,434
Interest and dividends	63,303	44,500
Total investment income	3,142,114	240,934
Interest on notes receivable from participants	48,542	30,094
Transfer in	-	16,080,070
TOTAL ADDITIONS	5,863,680	18,012,507
DEDUCTIONS FROM NET ASSETS:		
Benefits paid to participants	818,688	382,042
Administrative expenses	13,118	8,083
TOTAL DEDUCTIONS	831,806	390,125
NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	5,031,874	17,622,382
NET ASSETS AVAILABLE FOR BENEFITS:		
Beginning of year	17,622,382	-
End of year	**$ 22,654,256**	**$ 17,622,382**

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

NOTE 1: DESCRIPTION OF RETIREMENT PLAN

General

Liqui-Box Corporation 401(k) Plan (the "Plan") is a 401(k) plan which was formed for the purpose of providing retirement benefits to employees of Liqui-Box Corporation (the "Company"). Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

All employees of the Company, except employees covered under a collective bargaining agreement and temporary employees, become eligible to participate in the Plan and to receive employer matching contributions on their employment commencement date. The Plan is subject to the provisions of ERISA.

Contributions

Each year, participants may elect to contribute a portion of their pretax annual compensation, as defined in the Plan. The Company provides a safe harbor matching contribution of 100% of the first 6% of eligible compensation that a participant contributes to the plan. Contributions are subject to certain limitations pursuant to Section 401(k) of the Internal Revenue Code.

Participants Accounts

Each participant's account is credited with the participant's contribution, the Company's matching contribution, and allocations of Plan earnings. Allocations are based on participant earnings or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participant-Directed Investment Options

Participants direct the investment of their accounts into various investment options offered by the Plan, primarily including a guaranteed income fund and mutual funds with varying fund objectives and degrees of investment risk.

Vesting

Participants are vested immediately in their elective deferral and safe harbor matching contributions, plus actual earnings thereon. Forfeitures, if any, are used to reduce future employer contributions or plan expenses.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of $1,000 up to a maximum equal to the lesser of $50,000 or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Notes Receivable. Loan terms range from one to five years, or up to ten years for the purchase of a primary residence. The loans are secured by the balance in the participant's vested account and bear interest at a rate commensurate with the bank prime rate plus 1% as reported by the U.S. Federal Reserve. Interest rates currently range from 4.25% to 10.5%. Principal and interest are paid ratably through payroll deductions.

Payment of Benefits

On termination of service due to death, disability, or retirement, a participant may receive a lump-sum amount equal to the value of the participant's vested interest in his or her account.

NOTE 1: DESCRIPTION OF RETIREMENT PLAN (CONTINUED)

Forfeited Amounts
At December 31, 2013 and 2012, there were no unallocated forfeited amounts. No forfeited amounts were used to reduce employer contributions during 2013 or 2012.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared on the accrual basis of accounting.

Investment contracts held by a defined-contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan.

The Statement of Net Assets Available for Benefits presents the fair value of the investment contracts. There was no adjustment of the fully benefit-responsive investment contracts from fair value to contract value, since contract value is the same as fair value. See Note 6.

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

Investment Valuation and Income Recognition
Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Investment Committee determines the Plan's valuation policies utilizing information provided by the investment trustee. See Note 5 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation includes the Plan's gains and losses on investments bought and sold as well as held during the year.

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

Payment of Benefits
Benefits are recorded when paid.

NOTE 2: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Administrative Expenses

Expenses of maintaining the Plan, including participant recordkeeping and investment management fees, are paid by the Company and excluded from these financial statements. Certain administrative charges are paid by participants, including fees related to loans and distributions.

Recent Accounting Pronouncements

In October 2012, the FASB issued ASU 2012-04, Technical Corrections and Improvements. The amendments in this Update cover a wide range of Topic in the Accounting Standards Codification, including plan accounting. These amendments include technical corrections and improvements to the Accounting Standards Codification and conforming amendments related to fair value measurements. The amendments in this update will generally be effective for fiscal periods beginning after December 15, 2013, for nonpublic entities, except for amendments in this update where there was no transition guidance which were immediately effective upon issuance. The adoption of immediately effective amendments was not significant to these financial statements. The impact of adopting ASU 2012-04 on subsequent periods has not yet been determined.

Subsequent Events

In evaluating events that may have a material impact on the financial statements, the Company has considered activities through August 21, 2014, the date the financial statements were available to be issued.

NOTE 3: INFORMATION PREPARED AND CERTIFIED BY PRUDENTIAL BANK & TRUST, F.S.B.

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and supplemental schedule, including investments and notes receivable from participants held at December 31, 2013 and 2012, and net appreciation in fair value of investments , interest and dividends for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by Prudential Bank & Trust, F.S.B (the trustee of the Plan).

NOTE 4: INVESTMENTS

The Plan's investments that represent five percent or more of the Plan's net assets available for benefits are as follows as of December 31:

	2013	2012
Prudential Guaranteed Income Fund	$ 4,808,305	$ 4,052,749
Prudential Total Return Bond A	2,805,840	2,402,517
Opp Int Div Fund A	2,622,772	1,936,154
All Bern Small Cap Grow K	1,893,426	1,023,699
JP Morgan Large Cap Grow A	1,404,480	1,001,243
American Mutual Fund R3	1,365,350	945,965
Invesco Charter Fund A	1,334,098	1,183,556

NOTE 5: FAIR VALUE MEASUREMENT

Accounting standards establish a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 Inputs to the valuation methodology include:

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

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

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset'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. NAV is based on the value of underlying assets owned by the fund, minus its liabilities and then divided by the number of shares outstanding. NAV is a quoted price in an active market.

Guaranteed income fund: Valued at contract value which equals fair value as a fair value adjustment does not apply upon discontinuance. Contract value represents deposits made to the contract, plus earnings at guaranteed crediting rates, less withdrawals and fees. See Note 6.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

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

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2013 and 2012:

Assets at Fair Value as of December 31, 2013

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 7,127,671	$ -	$ -	$ 7,127,671
Fixed Income	3,109,590	-	4,808,305	7,917,895
International	2,890,024	-	-	2,890,024
Small Cap Stock	2,697,235	-	-	2,697,235
Other	860,588	-	-	860,588
Total investments at fair value	$ 16,685,108	$ -	$ 4,808,305	$ 21,493,413

Assets at Fair Value as of December 31, 2012

Description	Level 1	Level 2	Level 3	Total
Mid/Large Cap Stock	$ 5,332,049	$ -	$ -	$ 5,332,049
Fixed Income	2,766,679	-	4,052,749	6,819,428
International	2,153,396	-	-	2,153,396
Small Cap Stock	1,770,396	-	-	1,770,396
Other	504,556	-	-	504,556
Total investments at fair value	$ 12,527,076	$ -	$ 4,052,749	$ 16,579,825

To assess the appropriate classification of investments within the fair value hierarchy, the availability of market data is monitored. Changes in economic conditions or valuation techniques may require the transfer of investments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period.

We evaluate the significance of transfers between levels based upon the nature of the investment and size of the transfer relative to total net assets available for benefits.

NOTE 5: FAIR VALUE MEASUREMENT (CONTINUED)

The following table sets forth the Guaranteed Income Fund that is carried at fair value on a recurring basis, classified within Level 3 of the valuation hierarchy for the year ended December 31, 2013 and from inception (February 17, 2012) through December 31, 2012:

	2013	2012
Beginning balance	$ 4,052,749	$ -
Transfer in from previous plans	-	4,133,640
Contributions, purchases	1,034,135	368,886
Interest income	63,303	44,468
Sales, settlements net	(341,882)	(494,245)
Ending balance	$ 4,808,305	$ 4,052,749

The fair value of the Guaranteed Income Fund is based on significant unobservable inputs, including the credit worthiness of the issuer, Prudential Retirement Insurance and Annuity Company and the terms of the investment contract. Significant fluctuations in any of the inputs in isolation could result in a significantly different fair value measurement.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY

In 2012, the plan entered into a benefit-responsive guaranteed investment contract (GIC) with Prudential Life Insurance Company ("Prudential"). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. The guaranteed investment contract issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the plan.

The GIC is included in the financial statements at fair value, which is equal to contract value. The concept of a value other than contract value does not apply to this GIC even upon discontinuance of the contract in which case contract value would be paid no later than 90 days from the date the Sponsor provides notice to discontinue. There are no specific securities in the general account that back the liabilities of this annuity contract and it would be inappropriate to look to the market value of the securities within the insurer's general account to determine a fair value. The insurer owns a promise to pay interest at crediting rates, which are announced in advance and guaranteed for a six-month period. This contract is not a traditional GIC and there are no cash flows that could be discounted. Contract value represents contributions made under the contract, plus transfers to the fund and credited interest, less participant withdrawals, transfers out ofthe fund and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value.

There are no reserves against contract value for credit risk of the contract issuer or otherwise. The fair value of the investment contract at December 31, 2013 and 2012 was $4,808,305 and $4,052,749, respectively. The crediting interest rate is based on a formula agreed upon with the issuer, but it may not be less than 1.50% and for 2013 and 2012. Such interest rates are reviewed on a monthly basis for resetting.

NOTE 6: GUARANTEED INVESTMENT CONTRACT WITH PRUDENTIAL LIFE INSURANCE COMPANY (CONTINUED)

Certain events limit the ability of the plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the plan documents (including complete or partial plan termination or merger with another plan), (2) changes to the Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan Sponsor or other Plan Sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The Plan Administrator does not believe that any events, which would limit the Plan's ability to transact at contract value with participants, are probable of occurring.

Average yields:	2013	2012
Based on actual earnings	1.45%	1.55%
Based on interest rate credited to participants	1.45%	1.55%

NOTE 7: PARTY-IN-INTEREST TRANSACTIONS

Certain Plan investments are shares of mutual funds managed by Prudential. Prudential Bank & Trust, F.S.B. is the nondiscretionary trustee as defined by the Plan and, therefore, these transactions qualify as party-in-interest transactions.

NOTE 8: PLAN TERMINATION

Although the Plan Sponsor has not indicated any intent to do so, it has the right to terminate the Plan at any time. In the event the Plan Sponsor terminates the Plan, participants are entitled to receive the value of their account, including employer contributions and earnings thereon.

NOTE 9: TAX STATUS

The Plan has adopted a non-standardized form of a prototype plan sponsored by Prudential Insurance Company of America. The prototype plan has received an opinion letter from the Internal Revenue Service as to the prototype plan's qualified status. The prototype plan opinion letter has been relied upon by this Plan. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the Internal Revenue Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

U.S. GAAP requires plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan and has concluded that, as of December 31, 2013 and 2012, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements.

NOTE 10: RISKS AND UNCERTAINTIES

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

LIQUI-BOX CORPORATION 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i
SCHEDULE OF ASSETS HELD FOR INVESTMENT
PURPOSES AT END OF YEAR
AS OF DECEMBER 31, 2013
(UNAUDITED)

EIN: 31-0628033
Plan Number: 001

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