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. . . . . ▶ [X]

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
REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES

1b Three-digit plan number (PN) ▶ 215

1c Effective date of plan 01/01/1994

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

REXAM INC.

4201 CONGRESS STREET SUITE 340
CHARLOTTE, NC 28209

2b Employer Identification Number (EIN)
06-1122239

2c Sponsor's telephone number
704-551-1500

2d Business code (see instructions)
339900

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/03/2014	KENNETH HICKS
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)

Preparer's telephone number (optional)

3a Plan administrator's name and address ☐ Same as Plan Sponsor Name ☒ Same as Plan Sponsor Address

REXAM PENSION & BENEFITS COMMITTEE
C/O REXAM INC.

3b Administrator's EIN: 56-1457480

3c Administrator's telephone number: 704-551-1500

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**	1486
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**	1276
b	Retired or separated participants receiving benefits	**6b**	20
c	Other retired or separated participants entitled to future benefits	**6c**	213
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	1509
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f	Total. Add lines **6d** and **6e**.	**6f**	1513
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1492
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

- (1) ☐ Insurance
- (2) ☐ Code section 412(e)(3) insurance contracts
- (3) ☒ Trust
- (4) ☐ General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ 0 **A** (Insurance Information)
- (4) ☒ **C** (Service Provider Information)
- (5) ☒ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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 REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES	**B** Three-digit plan number (PN) ▶ 215
C Plan sponsor's name as shown on line 2a of Form 5500 REXAM INC.	**D** Employer Identification Number (EIN) 06-1122239

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

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(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)

VANGUARD GROUP INC.

23-1945930

(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?
57 37 15 50	TRUSTEE	21661	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

(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 D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

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
REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES

B Three-digit plan number (PN) ▶ 215

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
REXAM INC.

D Employer Identification Number (EIN)
06-1122239

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGUARD RETIREMENT SAVINGS TRUST

b Name of sponsor of entity listed in (a): VANGUARD FIDUCUIARY TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
23-2186884-022	C	11190287

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

a Name of MTIA, CCT, PSA, or 103-12 IE:

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

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

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

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

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES

B Three-digit plan number (PN) ▶ 215

C Plan sponsor's name as shown on line 2a of Form 5500
REXAM INC.

D Employer Identification Number (EIN)
06-1122239

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		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2746	2386
(2) Participant contributions	1b(2)	205881	217934
(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)	2828058	3369383
(9) Value of interest in common/collective trusts	1c(9)	12294175	11190287
(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)	50023375	61281198
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	65354235	76061188
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	65354235	76061188

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)	61616	
(B) Participants	2a(1)(B)	6011906	
(C) Others (including rollovers)	2a(1)(C)	108313	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		6181835
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)	123539	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		123539
(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)	1732950	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1732950
(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)		-124253
(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)		8867475
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		16781546
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	5910904	
(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)		5910904
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: **(1)** Professional fees	2i(1)	21661	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		21661
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		5932565
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		10848981
l Transfers of assets:			
(1) To this plan	2l(1)		60510
(2) From this plan	2l(2)		202538

Part III Accountant's Opinion

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

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

(1) [ ] Unqualified **(2)** [ ] Qualified **(3)** [X] Disclaimer **(4)** [ ] Adverse

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

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

(1) Name: PRICEWATERHOUSECOOPERS LLP **(2)** EIN: 13-4008324

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		3000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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)
REXAM RETIREMENT SAVINGS PLAN	06-1122239	021

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
REXAM RETIREMENT SAVINGS PLAN FOR COLLECTIVELY BARGAINED EMPLOYEES

B Three-digit plan number (PN) ▶ 215

C Plan sponsor's name as shown on line 2a of Form 5500
REXAM INC.

D Employer Identification Number (EIN)
06-1122239

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): 23-2186884

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):

Rexam Retirement Savings Plan for Collectively Bargained Employees

Financial Statements and Supplemental Schedule
December 31, 2013 and 2012

Rexam Retirement Savings Plan for Collectively Bargained Employees
Index

Page(s)

Independent Auditor's Report 1–2

Financial Statements

Statements of Net Assets Available for Benefits
December 31, 2013 and 2012 3

Statements of Changes in Net Assets Available for Benefits
Years Ended December 31, 2013 and 2012 4

Notes to Financial Statements
December 31, 2013 and 2012 5–13

Supplemental Schedules

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2013 14

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

Independent Auditor's Report

To the Participants and Administrator of
Rexam Retirement Savings Plan for
Collectively Bargained Employees

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Rexam Retirement Savings Plan for Collectively Bargained Employees (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 the financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Vanguard Fiduciary Trust Company, the trustee of the Plan, except for comparing such 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 a certification from the trustee as of December 31, 2013 and 2012 and for the years then ended, 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 the financial statements.

Other Matter

The supplemental schedule H, Line 4i - Schedule of Assets (Held at End of year) at 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 purpose of additional analysis and is not a required part of the financial statements. 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 and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosures under the Employee Retirement Income Security Act of 1974.

PricewaterhouseCoopers LLP

Charlotte, NC
October 2, 2014

Rexam Retirement Savings Plan for Collectively Bargained Employees
Statements of Net Assets Available for Benefits
December 31, 2013 and 2012

	2013	2012
Assets		
Investments, at fair value (Note 4)	$ 72,471,485	$ 62,317,550
Receivables		
Employer contributions	2,386	2,746
Participant contributions	217,934	205,881
Notes receivable from participants	3,369,383	2,828,058
Total receivables	3,589,703	3,036,685
Net assets available for benefits, at fair value	76,061,188	65,354,235
Adjustment to reconcile from fair value to contract value for interest in common/collective trust relating to fully benefit-responsive investment contracts	(305,164)	(615,346)
Net assets available for benefits	$ 75,756,024	$ 64,738,889

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

Rexam Retirement Savings Plan for Collectively Bargained Employees

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2013 and 2012

	2013	2012
Additions		
Investment income		
Net appreciation (depreciation) in fair value of investments	$ 8,867,475	$ 4,397,733
Interest and dividends	1,918,879	1,521,168
Total investment income	10,786,354	5,918,901
Interest income on notes receivable from participants	123,539	113,708
Contributions		
Employer	61,616	67,252
Participants	6,011,906	5,432,518
Rollovers	108,313	279,406
Total contributions	6,181,835	5,779,176
Total additions	17,091,728	11,811,785
Deductions		
Distributions to participants	(5,910,904)	(8,721,822)
Administrative expenses	(21,661)	(8,229)
Total deductions	(5,932,565)	(8,730,051)
Net increase (decrease) prior to transfers	11,159,163	3,081,734
Transfers from (to) other plans		
Rexam Investment Savings Plan	60,510	46,300
Rexam Retirement Savings Plan	(202,538)	(50,830)
Total transfers from (to) other plans	(142,028)	(4,530)
Net increase (decrease)	11,017,135	3,077,204
Net assets available for benefits		
Beginning of year	64,738,889	61,661,685
End of year	$ 75,756,024	$ 64,738,889

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

1. Description of the Plan

The following description of the Rexam Retirement Savings Plan for Collectively Bargained Employees (the "Plan") is provided for general information. Participants should refer to the plan agreement for a more complete description of the Plan's provisions.

General

The Plan was established January 1, 1994 by the Plan's former administrator, American National Can Company ("ANCC"). ANCC was acquired by and is now wholly-owned subsidiary of Rexam, Inc. (the "Company"), the plan administrator. The Company is a wholly-owned subsidiary of Rexam PLC.

The Plan provides benefits to eligible union hourly associates of Rexam Beverage Cans of North America ("BCNA") along with Rexam Plastic Packaging Healthcare. The Plan is a voluntary defined contribution plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Eligibility

Eligibility to participate in the Plan is obtained for all employees the first day of the month following or coincident with the completion of 30 days of service. However, employees who are considered temporary or seasonal, only become eligible upon completion of 1,000 hours of service. Once a temporary and seasonal employee becomes eligible they remain eligible for all future periods of service.

Contributions

Participants may elect to make contributions up to 50% of their eligible compensation on a pretax basis, not to exceed the maximum annual contribution limit allowed by the Internal Revenue Code (the "IRC"). Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants direct the investment of their contributions into various investment options offered by the Plan. The Plan provides for a company matching contribution of 25% on the first 4% of an employee's contributions for those participants that work at the former Owens-Illinois location. Participants at other locations are not eligible for company matching contributions. Participants may also contribute amounts representing distributions from other qualified retirement plans.

The Plan has an auto-enrollment and auto-acceleration for participants that do not contact Vanguard Fiduciary Trust Company ("Vanguard" or the "Trustee") to make a different contribution election or contact Vanguard to decline participation in the plan. Participants are automatically enrolled 60 days after their hire date. For participants that are automatically enrolled in the plan, enrollment begins at a before-tax contribution rate of 3% of eligible pay. The contribution rate will increase by one percentage point each June until it reaches 15%, subject to IRC limits. The contributions invest in the date-specific Vanguard Target Retirement Funds closest to the date the participant will reach age 65, unless directed otherwise by the participant. The Target Retirement Funds will gradually shift its emphasis from more aggressive investments to more conservative ones based on the participant's target retirement date.

Participant Accounts
Each participant's account reflects (a) any contributions and loan payments and allocations of the Company's contribution, (b) Plan investment results based on the investment returns for the options selected by each participant, (c) any withdrawals or loans the participants have made, and (d) an allocation of administrative expenses. Allocations are based on participant's account balances relative to the total for all account balances. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account balance.

Vesting
Participants are immediately 100% vested in their contributions and the related Company matching plus actual earnings thereon. For company retirement contributions, vesting is based on a three-year schedule. Participants may also become fully vested once they reach the age of 65, become disabled or die while in service.

Forfeitures
Forfeitures of nonvested accounts are used to reduce employer contributions and/or to pay the Plan's administrative expenses. The balances are included within the investment accounts. Forfeitures available at December 31, 2013 and 2012 were $1,508 and $6,105, respectively, whereas forfeitures to pay Plan administrative expenses for the years ended December 31, 2013 and 2012 were $8,887 and $0, respectively.

Participant Loans
Participants may borrow from their fully vested accounts up to the lesser of 50% of their vested account balance or $50,000 (minus highest outstanding loan balance during the last 12 month period). Participant loans are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Loans must be repaid over a period of no more than 5 years, or up to 15 years if the loan is used to purchase a primary residence. All loans become due and payable within 90 days upon termination of employment. The loans are collateralized by the balances in the participant's account and currently bear an interest rate of 1% over the prime interest rate. At December 31, 2013 and 2012, interest rates on outstanding participant loans ranged from 4.25% to 9.5%. Principal and interest are paid ratably through payroll deductions. Interest income from participant loans was $123,539 and $113,708 for the years ended December 31, 2013 and 2012, respectively.

Payment of Benefits
Upon termination of service, a participant may elect to receive either a lump-sum amount, receive installment payments, leave the funds in the plan, or roll it over to another employer's eligible plan or an IRA. If a participant's vested account balance is $5,000 or less, it cannot be left in the plan. If the balance is $1,000 or less, the balance will be distributed in a lump sum payment unless a distribution is requested. If the balance is more than $1,000 but less than or equal to $5,000, the amount will be transferred to a Vanguard IRA. Withdrawals for qualified emergencies of eligible contributions are permitted.

Transfers from (to) other plans
Plan assets transferred into and out of the plan from and to other company sponsored qualified plans as a result of employee status changes are included in the "Transfers from (to) other plans" line item of the accompanying statements of changes in net assets available for benefits.

Rollovers
Eligible employees are permitted to roll over distributions from other qualified plans to their account at any time during the Plan year. Total rollovers from other qualified plans were $108,312 and $279,406 in 2013 and 2012, respectively. Rollover amounts are included in employee contributions on the statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of Accounting
The financial statements of the Plan are prepared on the accrual basis of accounting. Accordingly, income is recognized when earned, and expenses are recognized when incurred. Distributions to participants are recorded when paid.

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 as well as the adjustment for the fully benefit-responsive investment contracts from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract value basis.

Use of Estimates
The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Investment Valuation
The Plan's investments are stated at fair value, which is described in Note 4. The shares of registered investment companies (mutual funds) are valued by the Trustee based upon quoted market prices, which represent the net asset values of shares held by the Plan. The Vanguard Retirement Savings Trust ("VRST") is a common/collective trust which invests in high-quality fixed income securities with financial backing from insurance companies and banks. Units of a common/collective trust are valued at net asset value of the units held by the Plan at year-end.

Net Appreciation (Depreciation) in Fair Value of Investments and Investment Income
Presented in the statement of changes in net assets available for benefits is the net appreciation (depreciation) in the fair value or losses in fair value of the Plan's investments, which consists of the realized gains and losses and the unrealized appreciation (depreciation) in value of those investments.

Purchases and sales of securities are recorded on a trade-date basis as reported by the Trustee. Investment income is recorded on the accrual basis as reported by the Trustee. Dividends are recorded on the ex-dividend date.

Administrative Expenses
Trustee fees and expenses and costs of administration of the Plan are shared between the Company and participants. Certain expenses of maintaining the Plan are paid directly by the Company and are excluded from these financial statements. Fees related to the administration of

notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation of fair value of investments.

Recent Accounting Pronouncements
In December 2011 and January 2013, the Financial Accounting Standards Board ("FASB") issued additional disclosure requirements and amended guidance for offsetting and related arrangements. These additional requirements became effective for the year ended December 31, 2013 and did not have a material impact on the Plan's financial statements.

3. Investments

The value of investments held by the Plan's Trustee as of December 31 is summarized as follows:

	2013		2012	
Investments at fair value				
Vanguard 500 Index Fund	$ 14,994,043	*	$ 11,844,991	*
Vanguard Wellington Fund	13,384,699	*	11,738,412	*
Vanguard Target Retirement Fund 2025	3,417,968		2,425,432	*
Vanguard Prime Money Market Fund	3,408,200		3,353,326	*
Vanguard Target Retirement Fund 2015	2,875,533		2,276,949	
Vanguard Total Bond Market Index Fund	2,724,022		3,467,955	*
Vanguard Target Retirement Fund 2035	2,356,589		1,594,619	
Vanguard Target Retirement Fund 2020	2,097,012		1,662,782	
Vanguard International Growth Fund	1,795,997		1,551,563	
Vanguard Target Retirement Fund 2040	1,683,713		1,068,042	
Vanguard Target Retirement Fund 2030	1,567,393		1,056,688	
Vanguard Small-Cap Index Fund	1,546,307		1,099,852	
Vanguard Target Retirement Fund 2045	1,508,648		1,005,733	
Vanguard Target Retirement Income Fund	1,372,420		1,106,564	
Vanguard Mid-Cap Index Fund	1,140,701		794,286	
Vanguard Target Retirement Fund 2050	1,006,637		676,388	
Vanguard Morgan Growth Fund	897,548		706,950	
Vanguard Windsor II Fund	859,352		592,582	
Vanguard Total International Stock Index Fund	721,326		299,130	
Eaton Vance Atlanta Capital SMID-Cap Fund	715,678		587,831	
Vanguard Target Retirement Fund 2010	532,424		472,685	
Vanguard PRIME Cap Fund	476,665		547,065	
Vanguard Target Retirement Fund 2005	101,898		31,093	
Vanguard Target Retirement Fund 2060	96,425		62,457	
Investments at contract value				
Vanguard Retirement Savings Trust (VRST)	10,885,123	*	11,678,829	*
Total investments	$ 72,166,321		$ 61,702,204	

* Investment represents 5% or more of the Plan's net assets as of December 31.

The following is a summary of the information included in the Plan's financial statements that was prepared by the Trustee as of December 31, 2013 and 2012 and for the years ended, and furnished to the plan administrator. The plan administrator has obtained certifications from the Trustee, that such information is complete and accurate in accordance with Section 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

	2013	2012
Statement of net assets available for benefits		
Investments, at contract value	$ 10,885,123	$ 11,678,829
Investments, at fair value	61,281,198	50,023,375
Notes receivable from participants	3,369,383	2,828,058
Statement of changes in net assets available for benefits		
Investment income		
Interest and dividends	$ 1,918,879	$ 1,521,168
Net appreciation (depreciation) in fair value of investments	8,867,475	4,397,733
Total investment income	$ 10,786,354	$ 5,918,901
Interest income on notes receivable from participants	$ 123,539	$ 113,708

4. Fair Value Measurements

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

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities observable in active markets.

Level 2 Inputs other than quoted prices that are observable for the asset or liability, either directly or indirectly. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. 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. There have been no changes in the methodologies used at December 31, 2013 and 2012.

Mutual funds: The Plan's mutual funds are valued at the net asset value of each fund determined as of the close of the New York Stock Exchange (generally 4 p.m., Eastern time) on the valuation date. Asset and liability fair values are based on quoted prices in active markets for identical assets and liabilities and are obtained from third party pricing vendors.

Common/collective trust: The Plan's interest in a collective trust is valued based on information reported by the trust's investment advisor using audited financial statements of the collective trust at year end. The fair value and contract value are based on the fair value and contract value of the underlying investments of the trust. Underlying securities for which quotations are readily available are valued at their most recent bid prices in the principal market in which such securities are normally traded. Underlying securities for which quotations are not readily available are valued at original cost plus accrued interest or at amortized cost, which approximates current value. Investments in underlying funds are valued at their closing net asset value.

Generally, under ordinary market conditions, all common/collective trust positions provide daily market liquidity to plan participants and the Plan. The common/collective trust invests in funds with Prudential, JPMorgan Chase, Monumental Life Savings, United of Omaha, State Street Bank & Trust, Bank of Tokyo Mitsubishi and American General Life Insurance Co. and also traditional and synthetic investment contracts with Metropolitan Life Insurance Co. and New, York Life, in which participant transactions (issuances and redemptions) may occur daily. Were the common/collective trust to initiate a full redemption of the collective trust, the trust's investment advisor reserves the right to temporarily delay withdrawal from the trust in order to ensure that securities liquidations will be carried out in an orderly business manner.

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 administrator believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2013 and 2012:

	Investments at Fair Value as of December 31, 2013			
	Level 1	**Level 2**	**Level 3**	**Total**
Common/collective trust	$ -	$ 11,190,287	$ -	$ 11,190,287
Mutual funds				
Balanced funds	32,001,359	-	-	32,001,359
Equity funds	20,630,294	-	-	20,630,294
Money market funds	3,408,200	-	-	3,408,200
International funds	2,517,323	-	-	2,517,323
Bond funds	2,724,022	-	-	2,724,022
Total investments at fair value	$ 61,281,198	$ 11,190,287	$ -	$ 72,471,485

	Investments at Fair Value as of December 31, 2012			
	Level 1	Level 2	Level 3	Total
Common/collective trust	$ -	$ 12,294,175	$ -	$ 12,294,175
Mutual funds				
Balanced funds	25,177,844	-	-	25,177,844
Equity funds	16,173,557	-	-	16,173,557
Money market funds	3,353,326	-	-	3,353,326
International funds	1,850,693	-	-	1,850,693
Bond funds	3,467,955	-	-	3,467,955
Total investments at fair value	$ 50,023,375	$ 12,294,175	$ -	$ 62,317,550

There were no transfers of investments between levels during the years ended December 31, 2013 and 2012.

The net appreciation (depreciation) in fair value of investments (including gains and losses on investments sold during the year) is as follows:

	2013	2012
Mutual funds	$ 8,867,475	$ 4,397,733
Net appreciation (depreciation)	$ 8,867,475	$ 4,397,733

5. Fair Value of Investments That Calculate Net Asset Value

The following table summarizes investments measured at fair value based on net asset value (NAV's) per share as of December 31, 2013 and 2012, respectively.

	2013			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common/collective trust (a)	$ 11,190,287	$ -	Immediate	N/A.

	2012			
	Fair Value	Unfunded Commitments	Redemption Frequency	Redemption Notice Period
Common/collective trust (a)	$ 12,294,175	$ -	Immediate	N/A.

(a) This category holds investments in the Vanguard Retirement Savings Trust ("VRST") during 2013 and 2012. This fund is a common/collective trust that holds investments in traditional contracts issued by insurance companies and banks and synthetic investment contracts. 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 statements of net assets available for benefits present the fair value of the VRST as well as the adjustment of the investment in the VRST from fair value to contract value. The statement of changes in net assets available for benefits is prepared on a contract basis.

6. Income Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by letter dated October 11, 2011 that the Plan and related trust are designed in accordance with applicable sections of the IRC. The Plan has been amended since receiving the determination letter. However, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable provisions of the IRC.

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 IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2013, 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2010.

7. Related Party Transactions

Certain plan investments are shares of mutual funds and units of a common/collective trust managed by The Vanguard Group. The Vanguard Group is the trustee as defined by the Plan and, therefore, these transactions qualify as party in interest transactions. Total investment in The Vanguard Group funds and trusts is $71,755,807 and $61,729,719 at December 31, 2013 and 2012, respectively. The plan administrator, Rexam Inc., pays the Trustee administration expenses in accordance with the plan document. These transactions qualify as party-in-interest transactions that are allowable under ERISA.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of a plan termination, all amounts credited to a participant's account will become fully vested and distributed as defined in the Plan.

9. Risks and Uncertainties

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that reflect the reported amounts of assets and liabilities and changes therein, and the disclosures of contingent assets and liabilities. The Plan provides for various investment options in a variety of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit. Market values of investments may decline for a number of reasons, including changes in prevailing market prices and interest rates, increases in defaults and credit rating downgrades. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment

securities, it is reasonably possible that changes in values of investment securities in the near term could materially affect the participant account balances and the amounts reported in the statements of net assets available for benefits and the statements of changes in net assets available for benefits.

10. Reconciliation of Financial Statements to Form 5500

The Form 5500 (Annual Report of the Employee Benefit Plan) is reported on a modified cash basis. This report is on accrual basis. The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 at December 31:

	2013	2012
Net assets available for plan benefits per the financial statements	$ 75,756,024	$ 64,738,889
Adjustment to reconcile from contract value to fair value	305,164	615,346
Net assets available for plan benefits per the Form 5500	$ 76,061,188	$ 65,354,235

The following is a reconciliation of net increase (decrease) in net assets available for benefits per the financial statements to the Form 5500 for the year ended December 31, 2013:

	2013
Net increase (decrease) in net assets available for benefits per the financial statements	$ 11,017,135
Reversal of prior year adjustment to reconcile from contract value to fair value	(615,346)
Adjustment to reconcile from contract value to fair value	305,164
Net increase (decrease) in net assets available for benefits per the Form 5500	$ 10,706,953

11. Subsequent Events

The Plan has evaluated subsequent events through October 2, 2014, the date the financial statements were available to be issued and has not identified any events that require disclosure or adjustments to the financial statements.

Supplemental Schedule

Rexam Retirement Savings Plan for Collectively Bargained Employees
Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
December 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	(d) Cost	(e) Current Value
*	Vanguard 500 Index Fund	Mutual funds- Equity	**	$ 14,994,043
*	Vanguard Wellington Fund	Mutual funds- Balanced	**	13,384,699
*	Vanguard Target Retirement Fund 2025	Mutual funds- Balanced	**	3,417,968
*	Vanguard Prime Money Market Fund	Mutual funds- Money market	**	3,408,200
*	Vanguard Target Retirement Fund 2015	Mutual funds- Balanced	**	2,875,533
*	Vanguard Total Bond Market Index Fund	Mutual funds- Bond	**	2,724,022
*	Vanguard Target Retirement Fund 2035	Mutual funds- Balanced	**	2,356,589
*	Vanguard Target Retirement Fund 2020	Mutual funds- Balanced	**	2,097,012
*	Vanguard International Growth Fund	Mutual funds- International	**	1,795,997
*	Vanguard Target Retirement Fund 2040	Mutual funds- Balanced	**	1,683,713
*	Vanguard Target Retirement Fund 2030	Mutual funds- Balanced	**	1,567,393
*	Vanguard Small-Cap Index Fund	Mutual funds- Equity	**	1,546,307
*	Vanguard Target Retirement Fund 2045	Mutual funds- Balanced	**	1,508,648
*	Vanguard Target Retirement Income Fund	Mutual funds- Balanced	**	1,372,420
*	Vanguard Mid-Cap Index Fund	Mutual funds- Equity	**	1,140,701
*	Vanguard Target Retirement Fund 2050	Mutual funds- Balanced	**	1,006,637
*	Vanguard Morgan Growth Fund	Mutual funds- Equity	**	897,548
*	Vanguard Windsor II Fund	Mutual funds- Equity	**	859,352
*	Vanguard Total International Stock Index Fund	Mutual funds- International	**	721,326
	Eaton Vance Atlanta Capital SMID-Cap Fund	Mutual funds- Equity	**	715,678
*	Vanguard Target Retirement Fund 2010	Mutual funds- Balanced	**	532,424
*	Vanguard PRIME Cap Fund	Mutual funds- Equity	**	476,665
*	Vanguard Target Retirement Fund 2055	Mutual funds- Balanced	**	101,898
*	Vanguard Target Retirement Fund 2060	Mutual funds- Balanced	**	96,425
*	Notes receivable from participants	4.25% to 9.25% due through June 2028	-	3,369,383
	Total mutual funds and notes receivable at fair value			64,650,581
*	Vanguard Retirement Savings Trust (VRST)	Common/collective trust	**	11,190,287
	Total investments and notes receivable at fair value			$ 75,840,868

* Party-in-interest

** Cost has not been presented, as all investments are participant directed.

The information in this schedule has been certified as to its completeness and accuracy by the Trustee except for the Vanguard Retirement Savings Trust, for which the contract value of $10,885,123 was certified as to completeness and accuracy.