

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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|                                                                                                          |                                                                                                                                                                                                                                                      |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                      |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u> |                                                                                                                                                                                                                                                      |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                                    |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input checked="" type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input checked="" type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                            |

|                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |            |                                                             |  |                                                             |  |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------|-------------------------------------------------------------|--|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                                     | <b>Basic Plan Information—enter all requested information</b>                                                                                                                                                                                                                                                                                                              |                                                                     |            |                                                             |  |                                                             |  |
| <b>1a</b> Name of plan<br><u>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN</u>                                                                                                                                                                                                              | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>008</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>06/30/2011</u></td> </tr> </table>                                                            | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>008</u> | <b>1c</b> Effective date of plan<br><u>06/30/2011</u>       |  |                                                             |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                           | <u>008</u>                                                                                                                                                                                                                                                                                                                                                                 |                                                                     |            |                                                             |  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>06/30/2011</u>                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |            |                                                             |  |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>SAINT-GOBAIN CONTAINERS, INC.</u><br><br><u>SAINT-GOBAIN CORPORATION</u><br><u>P.O. BOX 860</u><br><u>750 E. SWEDESFORD ROAD</u><br><u>VALLEY FORGE, PA 19482-0101</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2"><b>2b</b> Employer Identification Number (EIN)<br/><u>35-1958205</u></td> </tr> <tr> <td colspan="2"><b>2c</b> Sponsor's telephone number<br/><u>610-341-7000</u></td> </tr> <tr> <td colspan="2"><b>2d</b> Business code (see instructions)<br/><u>327210</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>35-1958205</u> |            | <b>2c</b> Sponsor's telephone number<br><u>610-341-7000</u> |  | <b>2d</b> Business code (see instructions)<br><u>327210</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>35-1958205</u>                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |            |                                                             |  |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>610-341-7000</u>                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |            |                                                             |  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>327210</u>                                                                                                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                                                            |                                                                     |            |                                                             |  |                                                             |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/14/2014 | JOHN SWEENEY                                                 |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 10/14/2014 | JOHN SWEENEY                                                 |
|                                                                                                            | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b>                                                                                           |                                                   |            |                                                              |
|                                                                                                            | 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)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                                   |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  | <b>3c</b> Administrator's telephone number                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                       |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>4</b> 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:<br><b>a</b> Sponsor's name                                                                                                                                                                                                                     |  | <b>4b</b> EIN<br><br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                               |  | <b>5</b> 12799                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6a</b> 4030                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                                   |  | <b>6b</b> 5464                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>c</b> Other retired or separated participants entitled to future benefits.....                                                                                                                                                                                                                                                                                                                                                     |  | <b>6c</b> 2614                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                              |  | <b>6d</b> 12108                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                            |  | <b>6e</b> 708                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                               |  | <b>6f</b> 12816                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                           |  | <b>6h</b> 47                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....                                                                                                                                                                                                                                                                                                   |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>1A 1B 1C                                                                                                                                                                                                                                                              |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                           |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                         |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input checked="" type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <b>A</b> (Insurance Information)<br>(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |

|                                                                                                                                                                                                                            |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                           |                                                                                                                                                         |
|-------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN</u>                                                      | <b>B</b> Three-digit plan number (PN) ▶ <u>008</u>                                                                                                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><u>SAINT-GOBAIN CONTAINERS, INC.</u>                          | <b>D</b> Employer Identification Number (EIN)<br><u>35-1958205</u>                                                                                      |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B | <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500 |

|                                                                                                                                                                                                                |                                           |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| <b>Part I</b>                                                                                                                                                                                                  | <b>Basic Information</b>                  |
| <b>1</b> Enter the valuation date: Month <u>01</u> Day <u>01</u> Year <u>2013</u>                                                                                                                              |                                           |
| <b>2</b> Assets:                                                                                                                                                                                               |                                           |
| <b>a</b> Market value .....                                                                                                                                                                                    | <b>2a</b> <u>854295023</u>                |
| <b>b</b> Actuarial value .....                                                                                                                                                                                 | <b>2b</b> <u>827760081</u>                |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                           |                                           |
| <b>a</b> For retired participants and beneficiaries receiving payment.....                                                                                                                                     | <b>3a</b> <u>5983</u> <u>509391842</u>    |
| <b>b</b> For terminated vested participants.....                                                                                                                                                               | <b>3b</b> <u>2785</u> <u>73753445</u>     |
| <b>c</b> For active participants:                                                                                                                                                                              |                                           |
| (1) Non-vested benefits .....                                                                                                                                                                                  | <b>3c(1)</b> <u>7903153</u>               |
| (2) Vested benefits .....                                                                                                                                                                                      | <b>3c(2)</b> <u>258486185</u>             |
| (3) Total active.....                                                                                                                                                                                          | <b>3c(3)</b> <u>4061</u> <u>266389338</u> |
| <b>d</b> Total.....                                                                                                                                                                                            | <b>3d</b> <u>12829</u> <u>849534625</u>   |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                          |                                           |
| <b>a</b> Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                      | <b>4a</b>                                 |
| <b>b</b> Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor..... | <b>4b</b>                                 |
| <b>5</b> Effective interest rate .....                                                                                                                                                                         | <b>5</b> <u>6.31</u> %                    |
| <b>6</b> Target normal cost .....                                                                                                                                                                              | <b>6</b> <u>16932618</u>                  |

**Statement by Enrolled Actuary**

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                                                                                           |                               |                                        |
|-------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------|
| <b>SIGN HERE</b>                                                                          |                               | <u>10/08/2014</u>                      |
|                                                                                           | Signature of actuary          | Date                                   |
| <u>DAVID WILLICK</u>                                                                      |                               | <u>14-05498</u>                        |
|                                                                                           | Type or print name of actuary | Most recent enrollment number          |
| <u>MERCER</u>                                                                             |                               | <u>609-520-2548</u>                    |
|                                                                                           | Firm name                     | Telephone number (including area code) |
| <u>ONE UNIVERSITY SQUARE DRIVE</u><br><u>SUITE 100</u><br><u>PRINCETON, NJ 08540-6455</u> |                               |                                        |
|                                                                                           | Address of the firm           |                                        |

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

**For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.**

**Schedule SB (Form 5500) 2013**  
**v. 130118**

| <b>Part II Beginning of Year Carryover and Prefunding Balances</b>                                                                         |                       |                        |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
|                                                                                                                                            | (a) Carryover balance | (b) Prefunding balance |
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 0                     | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                      | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>14.53</u> % .....                                                      |                       |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 983660                 |
| <b>b</b> Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions) ..... |                       | 68955                  |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 1052615                |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                            |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d – line 12) .....                                               | 0                     | 0                      |

| <b>Part III Funding Percentages</b>                                                                                                                                        |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 97.43 %  |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 97.43 %  |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 102.91 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

| <b>Part IV Contributions and Liquidity Shortfalls</b>                                    |                                   |                                 |                          |                                   |                                 |
|------------------------------------------------------------------------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| <b>18</b> Contributions made to the plan for the plan year by employer(s) and employees: |                                   |                                 |                          |                                   |                                 |
| (a) Date<br>(MM-DD-YYYY)                                                                 | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
| 04/10/2014                                                                               | 207500000                         |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 |                          |                                   |                                 |
|                                                                                          |                                   |                                 | <b>Totals ►</b>          | <b>18(b)</b>                      | 207500000                       |
|                                                                                          |                                   |                                 |                          | <b>18(c)</b>                      | 0                               |

**19** Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

|                                                                                                                         |            |           |
|-------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years .....                    | <b>19a</b> |           |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> |           |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 191971257 |

**20** Quarterly contributions and liquidity shortfalls:

**a** Did the plan have a "funding shortfall" for the prior year? ..... ☐ Yes ☒ No

**b** If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... ☐ Yes ☐ No

**c** If line 20a is "Yes," see instructions and complete the following table as applicable:

| Liquidity shortfall as of end of quarter of this plan year |         |         |         |
|------------------------------------------------------------|---------|---------|---------|
| (1) 1st                                                    | (2) 2nd | (3) 3rd | (4) 4th |
|                                                            |         |         |         |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                       |                       |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|-----------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                       |                       |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.94% | 2nd segment:<br>6.15% | 3rd segment:<br>6.76 %                              |
|                                                                                                                                                                                              |                       |                       | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                       |                       | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                       |                       | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                       |                       |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment. .... | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment. ....                                      | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment. ....                            | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment. ....                                   | <b>27</b>                                                           |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                     |           |   |
|-------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                           | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)..... | <b>29</b> |   |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                   | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                   |                     |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                   |                     |               |
| <b>a</b> Target normal cost (line 6).....                                                                                                                                            |                   | <b>31a</b>          | 16932618      |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           |                   | <b>31b</b>          | 0             |
| <b>32</b> Amortization installments:                                                                                                                                                 |                   | Outstanding Balance | Installment   |
| <b>a</b> Net shortfall amortization installment.....                                                                                                                                 |                   | 21774544            | 3633997       |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                   | 0                   | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... |                   | <b>33</b>           | 0             |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...                                                            |                   | <b>34</b>           | 20566615      |
|                                                                                                                                                                                      | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement.....                                                                                                                |                   |                     | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35).....                                                                                                                   | <b>36</b>         |                     | 20566615      |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....                                                   | <b>37</b>         |                     | 191971257     |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                   |                     |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       |                   | <b>38a</b>          | 171404642     |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                   | <b>38b</b>          | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      |                   | <b>39</b>           | 0             |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  |                   | <b>40</b>           | 0             |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |           |                                                                                                                         |  |
|------------------------------------------------------------------------------------------------|-----------|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |           |                                                                                                                         |  |
| <b>a</b> Schedule elected .....                                                                |           | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               |           | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |
| <b>42</b> Amount of acceleration adjustment .....                                              | <b>42</b> |                                                                                                                         |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... | <b>43</b> |                                                                                                                         |  |

|                                                                                                                                                                                        |                                                                                                                                                                                                                                   |                                                                                                 |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE D<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>DFE/Participating Plan Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div> |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|

|                                                                                                |                                                      |     |
|------------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2013 or fiscal plan year beginning 01/01/2013 and ending 12/31/2013     |                                                      |     |
| A Name of plan<br>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN                         | B Three-digit plan number (PN) ▶                     | 008 |
| C Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>SAINT-GOBAIN CONTAINERS, INC. | D Employer Identification Number (EIN)<br>35-1958205 |     |

|        |                                                                                                                                                                           |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)<br>(Complete as many entries as needed to report all interests in DFEs) |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                                         |                                     |
|-----------------------------------------|-------------------------------------|
| a Name of MTIA, CCT, PSA, or 103-12 IE: | SAINT-GOBAIN CORP DEF BEN MASTER TR |
|-----------------------------------------|-------------------------------------|

|                                            |                          |
|--------------------------------------------|--------------------------|
| b Name of sponsor of entity listed in (a): | SAINT-GOBAIN CORPORATION |
|--------------------------------------------|--------------------------|

|                         |                 |                                                                                                        |
|-------------------------|-----------------|--------------------------------------------------------------------------------------------------------|
| c EIN-PN 04-3170702-001 | d Entity code M | e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 850367114 |
|-------------------------|-----------------|--------------------------------------------------------------------------------------------------------|

|                                         |  |
|-----------------------------------------|--|
| 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**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2013 or fiscal plan year beginning <u>01/01/2013</u> and ending <u>12/31/2013</u>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><u>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN</u>                                                                                                                                                                                     |                                                                                                                                                                                                                                                                              | <b>B</b> Three-digit plan number (PN) <span style="float: right;"><u>008</u></span>                      |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SAINT-GOBAIN CONTAINERS, INC.</u>                                                                                                                                                                    |                                                                                                                                                                                                                                                                              | <b>D</b> Employer Identification Number (EIN)<br><br><u>35-1958205</u>                                   |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       |                       |                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    |                       | 207500000       |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    |                       |                 |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    |                       |                 |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    |                       |                 |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    |                       |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> |                       |                 |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b> |                       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> |                       |                 |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> |                       |                 |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    |                       |                 |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    |                       |                 |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    |                       |                 |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    |                       |                 |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    |                       |                 |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   |                       |                 |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | 854295023             | 850367114       |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   |                       |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   |                       |                 |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   |                       |                 |

| <b>1d</b> Employer-related investments:                              |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> |                       |                 |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 854295023             | 1057867114      |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> |   |   |
| <b>h</b> Operating payables .....                                         | <b>1h</b> |   |   |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> |   |   |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> |   |   |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |            |
|-----------------------------------------------------------|-----------|-----------|------------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 854295023 | 1057867114 |
|-----------------------------------------------------------|-----------|-----------|------------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a</b> Contributions:                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 207500000  |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 207500000 |
| <b>b</b> Earnings on investments:                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> |            |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 0         |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> |            |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 0         |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            |           |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            | 0         |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> |            |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            | 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)  |            | 52597038  |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            |           |
| c Other income .....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 260097038 |

**Expenses**

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                  |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 50402145 |          |
| (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) |          | 50402145 |
| 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) | 1723151  |          |
| (2) Contract administrator fees .....                                                | 2i(2) |          |          |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 2552332  |          |
| (4) Other .....                                                                      | 2i(4) | 1847319  |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 6122802  |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 56524947 |

**Net Income and Reconciliation**

|                                                          |       |  |           |
|----------------------------------------------------------|-------|--|-----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 203572091 |
| 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: PLANTE & MORAN, PLLC

(2) EIN: 38-1357951

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

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

**Part IV Compliance Questions**

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

During the plan year:

**a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....

**b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                               | Yes | No | Amount   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|----------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |          |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |          |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 10000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |          |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |          |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |          |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                |     | X  |          |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |          |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |          |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            |     | X  |          |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |          |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |          |

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

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

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

**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)

|                         |                       |
|-------------------------|-----------------------|
| <b>6a</b> Name of trust | <b>6b</b> Trust's EIN |
|                         |                       |

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>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).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

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

|                                                                                                       |                                                                    |
|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN</u>                  | <b>B</b> Three-digit plan number (PN) ▶<br><u>008</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>SAINT-GOBAIN CONTAINERS, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>35-1958205</u> |

|               |                      |
|---------------|----------------------|
| <b>Part I</b> | <b>Distributions</b> |
|---------------|----------------------|

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

|                                                                                                                                                                                                                                                                    |          |           |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-----------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>0</u>  |
| <b>2</b> 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):<br><br>EIN(s): <u>04-3170702</u> |          |           |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |           |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> | <u>29</u> |

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

|                                                                                                                                                                                                                                                                                                                                                                           |                              |                                        |                                         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------|-----------------------------------------|
| <b>4</b> Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....                                                                                                                                                                                                                                                       | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No | <input type="checkbox"/> N/A            |
| <b>If the plan is a defined benefit plan, go to line 8.</b>                                                                                                                                                                                                                                                                                                               |                              |                                        |                                         |
| <b>5</b> 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. <b>Date:</b> Month _____ Day _____ Year _____<br><b>If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.</b> |                              |                                        |                                         |
| <b>6 a</b> Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....                                                                                                                                                                                                                             | <b>6a</b>                    |                                        |                                         |
| <b>b</b> Enter the amount contributed by the employer to the plan for this plan year.....                                                                                                                                                                                                                                                                                 | <b>6b</b>                    |                                        |                                         |
| <b>c</b> 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) .....                                                                                                                                                                                                                          | <b>6c</b>                    |                                        |                                         |
| <b>If you completed line 6c, skip lines 8 and 9.</b>                                                                                                                                                                                                                                                                                                                      |                              |                                        |                                         |
| <b>7</b> Will the minimum funding amount reported on line 6c be met by the funding deadline?.....                                                                                                                                                                                                                                                                         | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input type="checkbox"/> N/A            |
| <b>8</b> 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?.....                                                                                                | <input type="checkbox"/> Yes | <input type="checkbox"/> No            | <input checked="" type="checkbox"/> N/A |

|                 |                   |
|-----------------|-------------------|
| <b>Part III</b> | <b>Amendments</b> |
|-----------------|-------------------|

|                                                                                                                                                                                                                            |                                              |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> 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..... | <input checked="" type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|-----------------------------------|-------------------------------|-----------------------------|

|                |                                                                                                                                                   |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part IV</b> | <b>ESOPs</b> (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. |
|----------------|---------------------------------------------------------------------------------------------------------------------------------------------------|

|                                                                                                                                                                                             |                              |                             |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|-----------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>b</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.)..... | <input type="checkbox"/> Yes | <input type="checkbox"/> No |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market? .....                                                                              | <input type="checkbox"/> Yes | <input type="checkbox"/> 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:

|                                                                          |            |  |
|--------------------------------------------------------------------------|------------|--|
| <b>a</b> The current year .....                                          | <b>14a</b> |  |
| <b>b</b> The plan year immediately preceding the current plan year ..... | <b>14b</b> |  |
| <b>c</b> The second preceding plan year .....                            | <b>14c</b> |  |

- 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:

|                                                                                                       |            |  |
|-------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> The corresponding number for the plan year immediately preceding the current plan year ..... | <b>15a</b> |  |
| <b>b</b> The corresponding number for the second preceding plan year .....                            | <b>15b</b> |  |

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

|                                                                                                                                                                        |            |  |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|--|
| <b>a</b> Enter the number of employers who withdrew during the preceding plan year .....                                                                               | <b>16a</b> |  |
| <b>b</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 ..... | <b>16b</b> |  |

- 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: 100% 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): \_\_\_\_\_

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

**Financial Statements  
December 31, 2013 and 2012**

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Index to Financial Statements**

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## Report of Independent Auditors

To the Participants and Administrator  
Saint-Gobain Containers, Inc.  
Retirement Income Plan

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Saint-Gobain Containers, Inc. Retirement Income Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2012 and the related statement of changes in accumulated plan benefits for the year 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 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 audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by State Street Bank and Trust Company (the "Trustee"), 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 related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Participants and Administrator  
Saint-Gobain Containers, Inc.  
Retirement Income Plan

***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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

*Plante & Moreau, PLLC*

Elgin, Illinois  
October 7, 2014

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Net Assets Available for Benefits**  
**December 31, 2013 and 2012**

---

|                                                                      | <u>2013</u>                   | <u>2012</u>                  |
|----------------------------------------------------------------------|-------------------------------|------------------------------|
| <b>Assets</b>                                                        |                               |                              |
| Investments, at fair value:                                          |                               |                              |
| Plan's interest in Saint-Gobain Corporation Master Trust<br>(Note 9) | <u>\$ 850,367,114</u>         | <u>\$ 854,295,023</u>        |
| Total investments                                                    | 850,367,114                   | 854,295,023                  |
| Receivables:                                                         |                               |                              |
| Employer contributions                                               | <u>207,500,000</u>            | <u>-</u>                     |
| <b>Net assets available for benefits</b>                             | <u><b>\$1,057,867,114</b></u> | <u><b>\$ 854,295,023</b></u> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2013 and Period Ended December 31, 2012**

|                                                          | <u>2013</u>                    | <u>2012</u>                  |
|----------------------------------------------------------|--------------------------------|------------------------------|
| <b>Additions</b>                                         |                                |                              |
| Investment income:                                       |                                |                              |
| Plan's interest in the Saint-Gobain Corporation          |                                |                              |
| Master Trust investment income (Note 9)                  | \$ 52,597,038                  | \$ 107,106,041               |
|                                                          | 52,597,038                     | 107,106,041                  |
| Employer contributions                                   | 207,500,000                    | 1,000,000                    |
| Transferred in                                           | -                              | 5,327,617                    |
| <b>Total additions</b>                                   | 260,097,038                    | 113,433,658                  |
| <b>Deductions</b>                                        |                                |                              |
| Benefits paid                                            | 50,402,145                     | 48,191,842                   |
| Investment and administrative expenses                   | 6,122,802                      | 6,203,050                    |
| <b>Total deductions</b>                                  | 56,524,947                     | 54,394,892                   |
| <b>Net Increase</b>                                      | 203,572,091                    | 59,038,766                   |
| Net Assets Available for Benefits - Beginning of period  | 854,295,023                    | 795,256,257                  |
| <b>Net Assets Available for Benefits - End of period</b> | <b><u>\$ 1,057,867,114</u></b> | <b><u>\$ 854,295,023</u></b> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Accumulated Plan Benefits**  
**December 31, 2012**

---

|                                                                            | <u>2012</u>                    |
|----------------------------------------------------------------------------|--------------------------------|
| Actuarial present value of accumulated plan benefits:                      |                                |
| Vested benefits:                                                           |                                |
| Participants currently receiving benefit payments                          | \$ 612,529,426                 |
| Other vested participants                                                  | <u>503,335,868</u>             |
| Total vested benefits                                                      | 1,115,865,294                  |
| Nonvested benefits                                                         | <u>11,089,466</u>              |
| Total actuarial present value of<br>accumulated plan benefits (see Note 2) | <u><u>\$ 1,126,954,760</u></u> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Changes in Accumulated Plan Benefits**  
**Period Ended December 31, 2012**

---

|                                                                                  | <u>2012</u>                   |
|----------------------------------------------------------------------------------|-------------------------------|
| Actuarial present value of accumulated plan benefits at beginning of year        | \$1,002,215,084               |
| Increase (decrease) during the year attributable to:                             |                               |
| Benefits accumulated                                                             | 15,920,918                    |
| Increase for interest due to decrease in discount period                         | 44,015,362                    |
| Assumption change                                                                | 112,995,238                   |
| Benefits paid                                                                    | <u>(48,191,842)</u>           |
| Net increase                                                                     | <u>124,739,676</u>            |
| Actuarial present value of accumulated plan benefits at end of year (see Note 2) | <u><u>\$1,126,954,760</u></u> |

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

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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#### **1. Description of Plan**

The following brief description of the Saint-Gobain Containers Inc. Retirement Income Plan (the "Plan") is intended to give a general summary of its principal provisions. Participants should refer to the plan document for more complete information.

#### **General**

The Plan is a defined benefit pension plan covering substantially all Saint-Gobain Containers, Inc. United States (U.S.) employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is an amalgamation of plan mergers and previous plans; therefore, requirements and benefits may vary considerably by location and/or business unit. The plan is administered by Saint-Gobain Corporation (the "Company"), and Plan assets are held by the Saint-Gobain Corporation Master Trust (the "Trust").

#### **Pension Benefits**

Generally, employees with five or more years of service are entitled to annual pension benefits beginning at normal retirement age (65). Benefits are calculated as a percentage (currently 1.25%) of final five year average annual compensation times years of service, on an integrated career average formula, or as a flat dollar amount times years of service. Eligibility for early retirement with reduced benefits begins either at age 50 or age 55, after completion of 5 to 10 years of service. Participants forfeit the right to receive a portion of their accumulated plan benefits if they terminate before rendering five years of service. Participants may normally elect to receive their pension benefits in the form of a life annuity, as a joint and survivor annuity, or as of a certain period. Participants may also elect to receive the present value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination provided it does not exceed \$5,000.

Generally, individuals hired on or after January 1, 2001 participate in a cash balance pension plan. Benefits under the cash balance portion of the Plan vest after three years of service. Under the cash balance pension plan, participant accounts receive both pay credits and interest credits on December 31 of each year. The pay credit is based on a participant's full years of service as of the first day of the plan year and is expressed as a percentage of pay for that year as follows: 1 to 8 years – 3%; 9 to 15 years – 3.5%; 16 or more – 4%. The interest credit is based on a participant's beginning-of-the-year account balance. The interest credit is reset each year to equal the average yield on the 30-year U.S. Treasury Bond during the month of November preceding the start of the year.

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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#### **Death and Disability Benefits**

Generally, if a vested participant dies prior to receiving retirement benefits, a death benefit equal to 50% (joint and survivor benefits) of the participant's pension, calculated as if they had terminated on the day of their death and retired on the date of their death, is paid to the participants spouse. In some locations an immediate spousal benefit is paid. If an unmarried vested participant dies prior to receiving retirement benefits, there is no benefit payable. As defined in the plan documents, survivor benefits at some locations and/or business units may be different from those above.

Active participants who become totally and permanently disabled (as defined in the Plan) continue to accrue service, in some cases up to normal retirement date. Disability benefits at some locations and/or business units may be different from those above.

#### **Investment and Administrative Expenses**

The Plan pays all administrative expenses.

## **2. Summary of Significant Accounting Policies**

#### ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

#### ***Investment Valuation and Income Recognition***

The Plan's interest in the Trust is stated at fair value. Interest bearing cash represents investments in a short-term investment fund and is stated at current value. For purposes of determining fair value of the assets held by the Trust, investments in corporate stocks and registered investment companies (all of which are mutual funds) are stated at fair market value using quoted market prices of a national securities exchange. The investments in U.S. government securities, corporate debt instruments, and collateralized mortgage obligations, are valued using quoted market prices and/or other market data for the same or comparable instruments or transactions in establishing the prices, discounted cash flow models, or other pricing models. Common and collective trusts are valued at net asset value per share (or its equivalent) of the fund, based on the fair market values of the underlying net assets. The issuer or the investment manager values partnership and joint venture interests at fair value based on the equity of ownership.

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.

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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The Trust allows for the use of derivatives to help manage its investment mix in accordance with its investment strategy and policy. The derivatives most commonly used are highly-liquid exchange-traded equity futures. The use of derivative instruments is not believed to materially increase the credit or market risk of the Trust's investments. During 2013 and 2012, the Trust entered into equity futures contracts, with the objective of gaining exposure to the equities market, in order to maintain its investment mix in accordance with its investment strategy and policy. Futures contracts are valued at their quoted daily settlement prices. Fluctuations in the value of the contracts are recorded in the Trust's Statement of Net Assets Available for Benefits as an asset/(liability), and in the Statement of Changes in Net Assets Available for Benefits as net appreciation/(depreciation).

Contributions to the Trust and payments of retirement benefits are accounted for specifically by the Plan. The Plan's relative interest in the Trust is determined based on its proportionate share of assets contributed to the Trust, as adjusted for contributions and retirement benefits. Realized gains and losses from security transactions and the change in unrealized appreciation or depreciation of investments and net investment income (interest and dividend income less expenses) are allocated monthly to the Plan based on its relative interest in the Trust. The Plan has an undivided interest in the Trust.

#### ***Actuarial Present Value of Accumulated Plan Benefits***

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial method in use is the Projected Unit Credit Actuarial Cost Method. The significant assumptions used in the valuation as of December 31, 2012 was as follows:

- |                         |                                                                                                                                                                                                                                                                          |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Investment return    | 3.75% per annum in 2012                                                                                                                                                                                                                                                  |
| 2. Retirement age       | Rates graded by age, ranging from 55 to 70                                                                                                                                                                                                                               |
| 3. Mortality table used | RP2000 Combined Active/Retiree Healthy Mortality Table, projected to 2018 with Scale AA (sex distinct) for healthy participants, and Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits. |

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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4. Termination Rates graded by age, ranging from 20 to 55

#### *Changes since prior valuation*

The following assumptions have been changed since the December 31, 2012 valuation:

- Discount rate changed from 4.5% to 3.75%
- The expense component of normal cost increased from \$2,642,000 to \$3,939,000.
- The mortality table was updated for disabled participants using the Revenue Ruling 96-7 table for participants who became disabled for 1994 and are eligible for Social Security disability benefits.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

#### **Subsequent Events**

The financial statements and related disclosures include evaluation of events up through and including October 7, 2014, which is the date the financial statements were available to be issued.

Subsequent to December 31, 2013, the Plan's sponsor changed from Saint-Gobain Corporation to Ardagh Group S.A.

### **3. Fair Value Disclosure**

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012, and the valuation techniques used by the Plan to determine those fair values.

**Level 1** - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2013 and 2012**

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In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2013 and 2012**

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**Assets Measured at Fair Value on a Recurring Basis at December 31, 2013**

|                                               | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Balance at<br>December 31, 2013 |
|-----------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------|
| <b>Assets</b>                                 |                                                                         |                                                     |                                 |
| <b>Master Trust Investments:</b>              |                                                                         |                                                     |                                 |
| Interest bearing cash [1]                     | \$ -                                                                    | \$ 51,512,661                                       | \$ 51,512,661                   |
| U.S. Government securities                    | -                                                                       | 687,552,771                                         | 687,552,771                     |
| Corporate debt instruments                    | -                                                                       | 571,262,863                                         | 571,262,863                     |
| Corporate stocks - primarily U.S.<br>equities | 945,271,397                                                             | -                                                   | 945,271,397                     |
| Collateralized mortgage obligations           | -                                                                       | 427,612                                             | 427,612                         |
| Common/collective trusts:                     |                                                                         |                                                     |                                 |
| Equity [2]                                    | -                                                                       | 293,864,807                                         | 293,864,807                     |
| Fixed income [3]                              | -                                                                       | 3,232,130                                           | 3,232,130                       |
| Registered investment companies -<br>equities | 57,796,321                                                              | 261,933,744                                         | 319,730,065                     |
| Partner/joint venture interests               | 2,884,618                                                               | -                                                   | 2,884,618                       |
|                                               | <u>\$ 1,005,952,336</u>                                                 | <u>\$ 1,869,786,588</u>                             | <u>\$ 2,875,738,924</u>         |

**Assets Measured at Fair Value on a Recurring Basis at December 31, 2012**

|                                               | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Balance at<br>December 31, 2012 |
|-----------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------|
| <b>Assets</b>                                 |                                                                         |                                                     |                                 |
| <b>Master Trust Investments:</b>              |                                                                         |                                                     |                                 |
| Interest bearing cash [1]                     | \$ -                                                                    | \$ 52,909,260                                       | \$ 52,909,260                   |
| U.S. Government securities                    | -                                                                       | 668,502,149                                         | 668,502,149                     |
| Corporate debt instruments                    | -                                                                       | 565,148,691                                         | 565,148,691                     |
| Corporate stocks - primarily U.S.<br>equities | 900,775,160                                                             | -                                                   | 900,775,160                     |
| Collateralized mortgage obligations           | -                                                                       | 2,353,302                                           | 2,353,302                       |
| Common/collective trusts:                     |                                                                         |                                                     |                                 |
| Equity [2]                                    | -                                                                       | 270,378,902                                         | 270,378,902                     |
| Fixed income [3]                              | -                                                                       | 3,298,671                                           | 3,298,671                       |
| Registered investment companies -<br>equities | 66,170,566                                                              | 279,470,544                                         | 345,641,110                     |
|                                               | <u>\$ 966,945,726</u>                                                   | <u>\$ 1,842,061,519</u>                             | <u>\$ 2,809,007,245</u>         |

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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- [1] Interest bearing cash - Short-term investments are valued at \$1.00/unit, which approximates fair value. Amounts are generally invested in actively-managed common collective trust funds or interest bearing accounts.
- [2] Common collective trust equity investments - This category represents investments in actively-managed common collective trusts that invest primarily in equity securities which may include common stocks, options, and futures.
- [3] Common collective trust fixed income investments - This category represents investments in actively-managed common collective trusts that invest primarily in a variety of fixed income investments which may include corporate bonds, both U.S. and non-U.S. municipal securities, interest rate swaps, options, and futures.

There were no significant redemption restrictions, redemption notification requirements, or unfunded commitments.

The Plan and Trust also hold other assets and liabilities not measured at fair value on a recurring basis including accrued income, unsettled trades, accrued liabilities, payables, and contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

#### **4. Plan Transfer**

Effective July 1, 2011, \$655,219,000 was transferred into the Plan from the Saint-Gobain Retirement Income Plan. The remaining assets transferred were determined as a result of a 4044 calculation, and approximately \$76,735,000 was transferred in as of July 2, 2012, of which approximately \$71,407,000 was recorded as a transfer receivable as of December 31, 2011.

#### **5. Funding Policy**

The Company contributes to the Plan at such times and in such amounts as considered necessary so that contributions are sufficient to provide benefits as actuarially calculated under the terms of the Plan. Contributions to the Plan are designed to fund at least the minimum required by ERISA. The Plan met the minimum funding requirements of ERISA for 2013 and 2012.

#### **6. Tax Status**

The Company has applied for a determination letter with the Internal Revenue Service and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the trust and recognize a tax liability (or asset) if the trust has taken an uncertain position that more likely than not would not be sustained upon examination by the IRC. 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress.

#### **7. Plan Termination**

During 2013, the Plan Sponsor was involved in a potential sale to a new sponsor, which closed on April 11, 2014. Related to this sale, the PBGC filed a complaint in Pennsylvania court to involuntarily terminate the Plan; however, the action was dismissed with prejudice in exchange for a \$207,500,000 contribution by the Plan Sponsor on or before the closing date and also an amount set aside to purchase credit default swap contracts related to the debt securities of the purchaser. These actions have all been completed subsequent to year-end and the \$207,500,000 was recorded as a contribution receivable as of December 31, 2013.

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 set forth in the Plan and ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

#### **8. Risks and Uncertainties**

Investment securities, in general, are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of the risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the statement of net assets available for benefits and statement of accumulated plan benefits.

#### **9. Investments in the Trust**

##### **Saint-Gobain Corporation Master Trust**

The Plan is a participant in the Trust. State Street Bank and Trust Company is the Trustee.

The Trust consists of the Saint-Gobain Retirement Income Plan and the Saint-Gobain Containers, Inc. Retirement Income Plan. Subsequent to December 31, 2013, the Saint-Gobain Containers, Inc. Retirement Income Plan transferred out of the Trust due to the divestiture of the Verallia business which closed on April 11, 2014. Related to the transfer, approximately \$1,102.2 million was transferred in May and July 2014 to a new trust and the Saint-Gobain Containers, Inc. Retirement Income Plan will no longer participate in the Saint-Gobain Corporation Master Trust.

The investments of the Plan are held in the Trust by the Trustee.

##### **Derivative Instruments**

The Master Trust is party to certain agreements, which are designed to manage exposures to foreign exchange and interest rate risks. The interest rate and foreign currency instruments are used for the purpose of hedging changes in the fair value of assets that result from interest rate changes and currency fluctuations, or as an efficient substitute for traditional securities. The plan investment policies specifically prohibit the use of derivatives for speculative purposes.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2013 and 2012**

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The net assets of the Plan reflect the fair value of the derivative instruments in a loss position as an offset against the fair value of derivative instruments in a gain position. Any gains or losses recognized on derivatives are recognized in current year investment income.

Asset and liability derivatives are included in investments on the statement of net assets.

For the years ended December 31, 2013 and 2012, a net loss of \$(859,338) and a net gain of \$460,808 respectively, attributable to derivative instruments were recognized as investment income in the statement of changes in net assets.

The notional amount represents the contract amount, not the amount at risk. The notional amount of interest rate instruments was \$(0.2) million and \$(2.1) million at December 31, 2013 and 2012, respectively. The derivatives settle in cash on a daily basis, based on daily market fluctuations. As such, they have no fair value at December 31, 2013 and 2012, respectively.

The investment managers, on behalf of the Master Trust, manage its foreign currency and interest rate counterparty credit risks by limiting exposure to and by monitoring the financial condition of each counterparty. In the unlikely event that a counterparty fails to meet the terms of a foreign currency or an interest rate instrument, the Master Trust's risk is limited to the fair value of the instrument.

# Saint-Gobain Containers, Inc. Retirement Income Plan

## Notes to Financial Statements

### Year Ended December 31, 2013 and 2012

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#### Statement of Net Assets Available for Benefits

|                                                  | December 31,            |                         |
|--------------------------------------------------|-------------------------|-------------------------|
|                                                  | 2013                    | 2012                    |
| <b>Assets:</b>                                   |                         |                         |
| Investments, at fair value:                      |                         |                         |
| Interest bearing cash                            | \$ 51,512,661           | \$ 52,909,260           |
| U.S. Government securities                       | 687,552,771             | 668,502,149             |
| Corporate debt instruments - preferred           | 289,018,403             | 300,380,075             |
| Corporate debt instruments - all other           | 282,244,460             | 264,768,616             |
| Corporate stocks - common                        | 941,928,923             | 898,991,171             |
| Corporate stocks - preferred                     | 3,342,474               | 1,783,989               |
| Collateralized mortgage obligation - residential | -                       | 1,902,559               |
| Collateralized mortgage obligation - commercial  | 427,612                 | 450,743                 |
| Common/collective trusts                         | 297,096,937             | 273,677,573             |
| Registered investment companies                  | 319,730,065             | 345,641,110             |
|                                                  | <u>2,872,854,306</u>    | <u>2,809,007,245</u>    |
| Investment, at estimated fair value:             |                         |                         |
| Partner/joint venture interests                  | 2,884,618               | -                       |
|                                                  | <u>2,884,618</u>        | <u>-</u>                |
| <b>Total investments</b>                         | 2,875,738,924           | 2,809,007,245           |
| Cash                                             | 652,036                 | 774,744                 |
| Receivables:                                     |                         |                         |
| Accrued interest and dividends                   | 10,392,940              | 9,693,205               |
| Securities sold                                  | 3,432,640               | 2,568,548               |
| Foreign exchange                                 | 2,788,409               | 1,768,143               |
| Tax refunds                                      | 432,323                 | 339,136                 |
| Other receivables                                | 29,820                  | 299                     |
|                                                  | <u>17,076,132</u>       | <u>14,369,331</u>       |
| <b>Total receivables</b>                         | 17,076,132              | 14,369,331              |
| <b>Total assets</b>                              | <u>2,893,467,092</u>    | <u>2,824,151,320</u>    |
| <b>Liabilities:</b>                              |                         |                         |
| Payable for securities purchased                 | 10,422,996              | 8,051,123               |
| Foreign exchange                                 | 2,791,035               | 1,752,811               |
| Interest payable                                 | -                       | 153,851                 |
|                                                  | <u>13,214,031</u>       | <u>9,957,785</u>        |
| <b>Total liabilities</b>                         | 13,214,031              | 9,957,785               |
| <b>Net assets available for benefits</b>         | <u>\$ 2,880,253,061</u> | <u>\$ 2,814,193,535</u> |

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2013 and 2012**

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The Trust's investments (including gains and losses on investments bought and sold) appreciated in value by \$116,868,760 and \$305,863,971 during the years ended December 31, 2013 and 2012, respectively, as follows:

|                                                      | <b>Year Ended<br/>December 31,<br/>2013</b> | <b>Period Ended<br/>December 31,<br/>2012</b> |
|------------------------------------------------------|---------------------------------------------|-----------------------------------------------|
| U.S. Government securities                           | \$ (143,767,197)                            | \$ 33,406,885                                 |
| Corporate debt instruments - preferred               | (29,964,414)                                | 25,562,129                                    |
| Corporate debt instruments - all other               | (29,474,360)                                | 17,294,751                                    |
| Corporate stocks - common                            | 246,456,576                                 | 124,348,489                                   |
| Corporate stocks - preferred                         | 659,201                                     | 779,661                                       |
| Partner/joint venture interests                      | 1,036,751                                   | 136,315                                       |
| Collateralized mortgage obligations -<br>residential | (2,559)                                     | 19,384                                        |
| Collateralized mortgage obligations -<br>commercial  | (23,132)                                    | 28,583                                        |
| Common/collective trusts                             | 56,419,365                                  | 45,529,239                                    |
| Registered investment companies                      | 15,528,529                                  | 58,758,535                                    |
|                                                      | <u>116,868,760</u>                          | <u>305,863,971</u>                            |
| Dividends                                            | <u>60,376,402</u>                           | <u>108,068,787</u>                            |
|                                                      | <u><u>\$ 177,245,162</u></u>                | <u><u>\$ 413,932,758</u></u>                  |

At December 31, 2013 and 2012, the Plan owned 29.5% and 30.4% of the fair market value of the Trust's net assets, respectively.

**10. Unaudited Financial Information**

The following information, certified by the Trustee as of and for the years ended December 31, 2013 and 2012, was relied upon in the preparation of the financial statements:

**Information Provided by State Street Bank and Trust Company**

1. Trust assets at December 31, 2013 and 2012 (Note 9)
2. Trust investment activity for the years ended December 31, 2013 and 2012 (Note 9)
3. The allocation of Trust assets and activity as of and for the years ended December 31, 2013 and 2012 amongst the Plans participating in the Master Trust

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
**Year Ended December 31, 2013 and 2012**

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As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, no auditing procedures were performed with respect to the information certified by the Trustee other than comparison with information contained in the financial statements.

**11. Related Party Transactions**

Certain Trust investments, such as interest bearing cash, common/collective trusts, and registered investment companies are managed by the Trustee. Transactions in these investments, therefore, qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.

**Schedule SB, Line 22 — Description of Weighted Average Retirement Age**

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 62.

**SG Containers Hourly**

| (A)<br><br>Retirement<br>age | (B)<br><br>Retirement<br>Percent | (C)<br><br>Lx | (D)<br>Number of<br>employees<br>expected to<br>retire<br>(B) x (C) | (E)<br><br>(A) x (D) |
|------------------------------|----------------------------------|---------------|---------------------------------------------------------------------|----------------------|
| 55                           | 6.0%                             | 10,000        | 600                                                                 | 33,000               |
| 56                           | 6.0%                             | 9,400         | 564                                                                 | 31,584               |
| 57                           | 6.0%                             | 8,836         | 530                                                                 | 30,210               |
| 58                           | 6.0%                             | 8,306         | 498                                                                 | 28,884               |
| 59                           | 8.0%                             | 7,808         | 625                                                                 | 36,875               |
| 60                           | 8.0%                             | 7,183         | 575                                                                 | 34,500               |
| 61                           | 11.0%                            | 6,608         | 727                                                                 | 44,347               |
| 62                           | 14.0%                            | 5,881         | 823                                                                 | 51,026               |
| 63                           | 30.0%                            | 5,058         | 1,517                                                               | 95,571               |
| 64                           | 20.0%                            | 3,541         | 708                                                                 | 45,312               |
| 65                           | 50.0%                            | 2,833         | 1,417                                                               | 92,105               |
| 66                           | 30.0%                            | 1,416         | 425                                                                 | 28,050               |
| 67                           | 30.0%                            | 991           | 297                                                                 | 19,899               |
| 68                           | 30.0%                            | 694           | 208                                                                 | 14,144               |
| 69                           | 30.0%                            | 486           | 146                                                                 | 10,074               |
| 70                           | 100.0%                           | 340           | 340                                                                 | 23,800               |
|                              |                                  |               |                                                                     |                      |
| Total                        |                                  |               | 10,000                                                              | 619,381              |
| Average                      |                                  |               |                                                                     | 62                   |

**Schedule SB, Line 22 — Description of Weighted Average Retirement Age****SG Containers Salaried**

| <b>(A)</b><br><br><b>Retirement<br/>age</b> | <b>(B)</b><br><br><b>Retirement<br/>Percent</b> | <b>(C)</b><br><br><b>Lx</b> | <b>(D)</b><br><br><b>Number of<br/>employees<br/>expected to<br/>retire<br/>(B) x (C)</b> | <b>(E)</b><br><br><b>(A) x (D)</b> |
|---------------------------------------------|-------------------------------------------------|-----------------------------|-------------------------------------------------------------------------------------------|------------------------------------|
| 55                                          | 5.0%                                            | 10,000                      | 500                                                                                       | 27,500                             |
| 56                                          | 5.0%                                            | 9,500                       | 475                                                                                       | 26,600                             |
| 57                                          | 6.0%                                            | 9,025                       | 542                                                                                       | 30,894                             |
| 58                                          | 6.0%                                            | 8,483                       | 509                                                                                       | 29,522                             |
| 59                                          | 6.0%                                            | 7,974                       | 478                                                                                       | 28,202                             |
| 60                                          | 7.0%                                            | 7,496                       | 525                                                                                       | 31,500                             |
| 61                                          | 9.0%                                            | 6,971                       | 627                                                                                       | 38,247                             |
| 62                                          | 15.0%                                           | 6,344                       | 952                                                                                       | 59,024                             |
| 63                                          | 20.0%                                           | 5,392                       | 1,078                                                                                     | 67,914                             |
| 64                                          | 20.0%                                           | 4,314                       | 863                                                                                       | 55,232                             |
| 65                                          | 50.0%                                           | 3,451                       | 1,726                                                                                     | 112,190                            |
| 66                                          | 40.0%                                           | 1,725                       | 690                                                                                       | 45,540                             |
| 67                                          | 40.0%                                           | 1,035                       | 414                                                                                       | 27,738                             |
| 68                                          | 30.0%                                           | 621                         | 186                                                                                       | 12,648                             |
| 69                                          | 30.0%                                           | 435                         | 131                                                                                       | 9,039                              |
| 70                                          | 100.0%                                          | 304                         | 304                                                                                       | 21,280                             |
|                                             |                                                 |                             |                                                                                           |                                    |
| Total                                       |                                                 |                             | 10,000                                                                                    | 623,070                            |
| Average                                     |                                                 |                             |                                                                                           | 62                                 |

|                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                    |                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>SCHEDULE SB</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Single-Employer Defined Benefit Plan</b><br><b>Actuarial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500 or 5500-SF.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------|

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

- **Round off amounts to nearest dollar.**  
 ► **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

|                                                                                                                                                                          |                                                                 |     |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------|-----|
| <b>A</b> Name of plan<br><br>SAINT GOBAIN CONTAINERS, INC. RETIREMENT INCOME PLAN                                                                                        | <b>B</b> Three-digit plan number (PN) ►                         | 008 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF<br><br>SAINT-GOBAIN CONTAINERS, INC.                                                            | <b>D</b> Employer Identification Number (EIN)<br><br>35-1958205 |     |
| <b>E</b> Type of plan: <input checked="" type="checkbox"/> Single <input type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B <input type="checkbox"/> Other |                                                                 |     |
| <b>F</b> Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500                  |                                                                 |     |

|                                                                                                                                                                                                          |              |                            |                    |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|----------------------------|--------------------|
| <b>Part I Basic Information</b>                                                                                                                                                                          |              |                            |                    |
| <b>1</b> Enter the valuation date: Month <u>1</u> Day <u>1</u> Year <u>2013</u>                                                                                                                          |              |                            |                    |
| <b>2</b> Assets:                                                                                                                                                                                         |              |                            |                    |
| a Market value .....                                                                                                                                                                                     | <b>2a</b>    | 854,295,023                |                    |
| b Actuarial value .....                                                                                                                                                                                  | <b>2b</b>    | 827,760,081                |                    |
| <b>3</b> Funding target/participant count breakdown:                                                                                                                                                     |              |                            |                    |
|                                                                                                                                                                                                          |              | (1) Number of participants | (2) Funding Target |
| a For retired participants and beneficiaries receiving payment .....                                                                                                                                     | <b>3a</b>    | 5,983                      | 509,391,842        |
| b For terminated vested participants .....                                                                                                                                                               | <b>3b</b>    | 2,785                      | 73,753,445         |
| c For active participants:                                                                                                                                                                               |              |                            |                    |
| (1) Non-vested benefits .....                                                                                                                                                                            | <b>3c(1)</b> |                            | 7,903,153          |
| (2) Vested benefits .....                                                                                                                                                                                | <b>3c(2)</b> |                            | 258,486,185        |
| (3) Total active .....                                                                                                                                                                                   | <b>3c(3)</b> | 4,061                      | 266,389,338        |
| d Total .....                                                                                                                                                                                            | <b>3d</b>    | 12,829                     | 849,534,625        |
| <b>4</b> If the plan is in at-risk status, check the box and complete lines (a) and (b)..... <input type="checkbox"/>                                                                                    |              |                            |                    |
| a Funding target disregarding prescribed at-risk assumptions .....                                                                                                                                       | <b>4a</b>    |                            |                    |
| b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor ..... | <b>4b</b>    |                            |                    |
| <b>5</b> Effective interest rate .....                                                                                                                                                                   | <b>5</b>     | 6.31 %                     |                    |
| <b>6</b> Target normal cost .....                                                                                                                                                                        | <b>6</b>     | 16,932,618                 |                    |

**Statement by Enrolled Actuary**  
 To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

|                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                      |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>SIGN HERE</b> | <div style="text-align: center;"> <br/>         Signature of actuary       </div> <div style="text-align: center;">         DAVID WILICK<br/>         Type or print name of actuary       </div> <div style="text-align: center;">         MERCER<br/>         Firm name       </div> <div style="text-align: center;">         ONE UNIVERSITY SQUARE DRIVE<br/>         SUITE 100<br/>         PRINCETON NJ 08540-6455<br/>         Address of the firm       </div> | <div style="text-align: center;"> <div style="font-size: 1.5em;">10/8/2014</div><br/>         Date       </div> <div style="text-align: center;">         14-05498<br/>         Most recent enrollment number       </div> <div style="text-align: center;">         (609) 520-2548<br/>         Telephone number (including area code)       </div> |
|------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Part II Beginning of Year Carryover and Prefunding Balances**

|                                                                                                                                            | (a) Carryover balance | (b) Prefunding balance |
|--------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|------------------------|
| <b>7</b> Balance at beginning of prior year after applicable adjustments (line 13 from prior year) .....                                   | 0                     | 0                      |
| <b>8</b> Portion elected for use to offset prior year's funding requirement (line 35 from prior year) .....                                | 0                     | 0                      |
| <b>9</b> Amount remaining (line 7 minus line 8) .....                                                                                      | 0                     | 0                      |
| <b>10</b> Interest on line 9 using prior year's actual return of <u>14.53</u> % .....                                                      |                       |                        |
| <b>11</b> Prior year's excess contributions to be added to prefunding balance:                                                             |                       |                        |
| <b>a</b> Present value of excess contributions (line 38a from prior year) .....                                                            |                       | 983,660                |
| <b>b</b> Interest on (a) using prior year's effective interest rate of <u>7.01</u> % except as otherwise provided (see instructions) ..... |                       | 68,955                 |
| <b>c</b> Total available at beginning of current plan year to add to prefunding balance .....                                              |                       | 1,052,615              |
| <b>d</b> Portion of (c) to be added to prefunding balance .....                                                                            |                       | 0                      |
| <b>12</b> Other reductions in balances due to elections or deemed elections .....                                                          | 0                     | 0                      |
| <b>13</b> Balance at beginning of current year (line 9 + line 10 + line 11d - line 12) .....                                               | 0                     | 0                      |

**Part III Funding Percentages**

|                                                                                                                                                                            |           |          |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>14</b> Funding target attainment percentage .....                                                                                                                       | <b>14</b> | 97.43 %  |
| <b>15</b> Adjusted funding target attainment percentage .....                                                                                                              | <b>15</b> | 97.43 %  |
| <b>16</b> Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement ..... | <b>16</b> | 102.91 % |
| <b>17</b> If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage .....                                        | <b>17</b> | %        |

**Part IV Contributions and Liquidity Shortfalls****18** Contributions made to the plan for the plan year by employer(s) and employees:

| (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees | (a) Date<br>(MM-DD-YYYY) | (b) Amount paid by<br>employer(s) | (c) Amount paid by<br>employees |
|--------------------------|-----------------------------------|---------------------------------|--------------------------|-----------------------------------|---------------------------------|
| 04/10/2014               | 207,500,000                       |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
|                          |                                   |                                 |                          |                                   |                                 |
| <b>Totals ▶</b>          |                                   |                                 | <b>18(b)</b>             | 207,500,000                       | <b>18(c)</b> 0                  |

**19** Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:

|                                                                                                                         |            |             |
|-------------------------------------------------------------------------------------------------------------------------|------------|-------------|
| <b>a</b> Contributions allocated toward unpaid minimum required contributions from prior years. ....                    | <b>19a</b> |             |
| <b>b</b> Contributions made to avoid restrictions adjusted to valuation date .....                                      | <b>19b</b> |             |
| <b>c</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date ..... | <b>19c</b> | 191,971,257 |

**20** Quarterly contributions and liquidity shortfalls:

|                                                                                                                         |                                                                     |
|-------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| <b>a</b> Did the plan have a "funding shortfall" for the prior year? .....                                              | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>b</b> If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner? ..... | <input type="checkbox"/> Yes <input type="checkbox"/> No            |
| <b>c</b> If line 20a is "Yes," see instructions and complete the following table as applicable:                         |                                                                     |

Liquidity shortfall as of end of quarter of this plan year

| (1) 1st | (2) 2nd | (3) 3rd | (4) 4th |
|---------|---------|---------|---------|
|         |         |         |         |

**Part V Assumptions Used to Determine Funding Target and Target Normal Cost**

|                                                                                                                                                                                              |                        |                        |                                                     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|------------------------|-----------------------------------------------------|
| <b>21</b> Discount rate:                                                                                                                                                                     |                        |                        |                                                     |
| <b>a</b> Segment rates:                                                                                                                                                                      | 1st segment:<br>4.94 % | 2nd segment:<br>6.15 % | 3rd segment:<br>6.76 %                              |
|                                                                                                                                                                                              |                        |                        | <input type="checkbox"/> N/A, full yield curve used |
| <b>b</b> Applicable month (enter code).....                                                                                                                                                  |                        |                        | <b>21b</b> 4                                        |
| <b>22</b> Weighted average retirement age .....                                                                                                                                              |                        |                        | <b>22</b> 62                                        |
| <b>23</b> Mortality table(s) (see instructions) <input type="checkbox"/> Prescribed - combined <input checked="" type="checkbox"/> Prescribed - separate <input type="checkbox"/> Substitute |                        |                        |                                                     |

**Part VI Miscellaneous Items**

|                                                                                                                                                                        |           |                                                                     |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------------------------------------------------|
| <b>24</b> Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment ..... |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>25</b> Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment .....                                      |           | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| <b>26</b> Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment .....                            |           | <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |
| <b>27</b> If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment .....                                   | <b>27</b> |                                                                     |

**Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years**

|                                                                                                                                      |           |   |
|--------------------------------------------------------------------------------------------------------------------------------------|-----------|---|
| <b>28</b> Unpaid minimum required contributions for all prior years .....                                                            | <b>28</b> | 0 |
| <b>29</b> Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a) ..... | <b>29</b> |   |
| <b>30</b> Remaining amount of unpaid minimum required contributions (line 28 minus line 29) .....                                    | <b>30</b> | 0 |

**Part VIII Minimum Required Contribution For Current Year**

|                                                                                                                                                                                      |                   |                     |               |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|---------------------|---------------|
| <b>31</b> Target normal cost and excess assets (see instructions):                                                                                                                   |                   |                     |               |
| <b>a</b> Target normal cost (line 6) .....                                                                                                                                           |                   | <b>31a</b>          | 16,932,618    |
| <b>b</b> Excess assets, if applicable, but not greater than line 31a .....                                                                                                           |                   | <b>31b</b>          | 0             |
| <b>32</b> Amortization installments:                                                                                                                                                 |                   | Outstanding Balance | Installment   |
| <b>a</b> Net shortfall amortization installment .....                                                                                                                                |                   | 21,774,544          | 3,633,997     |
| <b>b</b> Waiver amortization installment .....                                                                                                                                       |                   | 0                   | 0             |
| <b>33</b> If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount ..... |                   | <b>33</b>           | 0             |
| <b>34</b> Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33) ..                                                            |                   | <b>34</b>           | 20,566,615    |
|                                                                                                                                                                                      | Carryover balance | Prefunding balance  | Total balance |
| <b>35</b> Balances elected for use to offset funding requirement .....                                                                                                               |                   |                     | 0             |
| <b>36</b> Additional cash requirement (line 34 minus line 35) .....                                                                                                                  |                   | <b>36</b>           | 20,566,615    |
| <b>37</b> Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c) .....                                                  |                   | <b>37</b>           | 191,971,257   |
| <b>38</b> Present value of excess contributions for current year (see instructions)                                                                                                  |                   |                     |               |
| <b>a</b> Total (excess, if any, of line 37 over line 36) .....                                                                                                                       |                   | <b>38a</b>          | 171,404,642   |
| <b>b</b> Portion included in line 38a attributable to use of prefunding and funding standard carryover balances .....                                                                |                   | <b>38b</b>          | 0             |
| <b>39</b> Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37) .....                                                                      |                   | <b>39</b>           | 0             |
| <b>40</b> Unpaid minimum required contributions for all years .....                                                                                                                  |                   | <b>40</b>           | 0             |

**Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)**

|                                                                                                |  |                                                                                                                         |  |
|------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------------------------------------------------------|--|
| <b>41</b> If an election was made to use PRA 2010 funding relief for this plan:                |  |                                                                                                                         |  |
| <b>a</b> Schedule elected .....                                                                |  | <input type="checkbox"/> 2 plus 7 years <input type="checkbox"/> 15 years                                               |  |
| <b>b</b> Eligible plan year(s) for which the election in line 41a was made .....               |  | <input type="checkbox"/> 2008 <input type="checkbox"/> 2009 <input type="checkbox"/> 2010 <input type="checkbox"/> 2011 |  |
| <b>42</b> Amount of acceleration adjustment .....                                              |  | <b>42</b>                                                                                                               |  |
| <b>43</b> Excess installment acceleration amount to be carried over to future plan years ..... |  | <b>43</b>                                                                                                               |  |

**Schedule SB, Part V — Statement of Actuarial Assumptions/Methods****Actuarial Assumptions for January 1, 2013 Funding Valuation****Discount rate sponsor elections**

- Segment rates or full yield curve      Segment
- Look-back months      4

**Stabilized rates****Nonstabilized rates**

- First 5 years      4.94%      1.75%
- Next 15 years      6.15%      4.62%
- Over 20 years      6.76%      5.72%

**Mortality sponsor elections**

- Healthy and disabled participants      Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.

**Non-417(e) lump sums**

- Mortality table      2013 PPA separate static annuitant mortality table.
- Interest rate      Funding segment rates.

**Cash balance plans**

- Interest accumulation rate      5.0%
- Whipsaw calculations      No

**Other economic assumptions**

- Salary increases      3.50% per year
- Flat-dollar benefit increases      0.00% per year
- Social Security wage base      3.50% per year
- Expected investment return      7.50% for 2012 and 2013
- Expenses      \$3,939,000 added to current year normal cost

**Demographic assumptions**

- Withdrawal      See table of sample rates.
- Disability incidence      Incidence of disability equal to 50% of that developed in the Third Actuarial Valuation of the Railroad Retirement System. No participants becoming disabled are assumed to be eligible for Social Security benefits.

**Schedule SB, Part V — Statement of Actuarial Assumptions/Methods**

## • Retirement age

| Attained age | Rate   |          |
|--------------|--------|----------|
|              | Hourly | Salaried |
| Under 55     | 0%     | 0%       |
| 55           | 6%     | 5%       |
| 56           | 6%     | 5%       |
| 57           | 6%     | 6%       |
| 58           | 6%     | 6%       |
| 59           | 8%     | 6%       |
| 60           | 8%     | 7%       |
| 61           | 11%    | 9%       |
| 62           | 14%    | 15%      |
| 63           | 30%    | 20%      |
| 64           | 20%    | 20%      |
| 65           | 50%    | 50%      |
| 66           | 30%    | 40%      |
| 67           | 30%    | 40%      |
| 68           | 30%    | 30%      |
| 69           | 30%    | 30%      |
| 70 and above | 100%   | 100%     |

## • Benefit commencement age for

- Future vested deferred      Unreduced retirement age
- Current vested deferred      Unreduced retirement age

## • Spouse assumptions

Male participantsFemale participants

- Percentage married      80%      80%
- Spouse age difference      3 years younger      3 years older

| Form of payment                                   | <u>Single life</u>                                                               | <u>50% J&amp;S</u> | <u>100% J&amp;S</u> |
|---------------------------------------------------|----------------------------------------------------------------------------------|--------------------|---------------------|
| • Active retirements                              | 50%                                                                              | 25%                | 25%                 |
| • Future vested deferred                          | 50%                                                                              | 25%                | 25%                 |
| • Current vested deferred                         | 50%                                                                              | 25%                | 25%                 |
| • Lump sum                                        | Employees who are eligible for lump sum payments are assumed to elect lump sums. |                    |                     |
| <b>Unpredictable contingent event assumptions</b> | None assumed.                                                                    |                    |                     |

**Schedule SB, Part V — Statement of Actuarial Assumptions/Methods*****Table of Sample Rates***

| Attained age | Withdrawal Rate              |                            |
|--------------|------------------------------|----------------------------|
|              | Less than 5 years of service | 5 or more years of service |
| 20           | 36%                          | 26%                        |
| 25           | 31                           | 21                         |
| 30           | 24                           | 14                         |
| 35           | 21                           | 11                         |
| 40           | 19                           | 9                          |
| 45           | 17                           | 7                          |
| 50           | 16                           | 6                          |
| 55           | 0                            | 0                          |

***Asset Methods***

The asset valuation method is an average of the adjusted market value for each year during the last two years preceding the valuation date. The adjusted market value is the market value at each determination date adjusted to the valuation date based on actual cash flows and expected interest at the lesser of the expected rate of return and the third segment rate. This amount is adjusted to be no greater than 110% and no less than 90% of the fair market value, as defined in IRC Section 430. The average value is determined prospectively beginning January 1, 2012.

A characteristic of this asset method is that, over time, it is slightly more likely to produce an actuarial value of assets that is less than the market value of assets than an actuarial value that is greater than the market value.

***Participant Methods***

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.
- **Disabled participants:** The liabilities for participants on long-term disability have been included with the liabilities for terminated vested participants. Some participants who become disabled before retirement continue to earn credited service during their disability. These participants are valued assuming they will remain disabled until normal retirement.

## Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

### ***Minimum Funding Methods***

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

### ***Unpredictable Contingent Event Benefits (UCEBs)***

The union plans provide for supplemental benefits in the event of a plant closure or shut down. Under the Pension Protection Act of 2006, the additional cost associated with these supplemental benefits is required to be included with the Funding Target. After careful consideration, it has been determined that there is no expectation in the near to mid-term that any plants will be closed.

## **Schedule SB, Line 24 — Change in Actuarial Assumptions**

### **Actuarial Assumption Changes Since Prior Valuation**

- The expense component of normal cost increased from \$2,642,000 to \$3,939,000 to reflect our expectations for the current plan year.

**Schedule SB, Line 26 — Schedule of Active Participant Data****Distribution of active participants and average salary for salaried related plan benefits**

| Years of benefit service/average valuation compensation as of January 1, 2013 |            |               |              |               |               |        |        |        |        |        |
|-------------------------------------------------------------------------------|------------|---------------|--------------|---------------|---------------|--------|--------|--------|--------|--------|
| Attain<br>ed age                                                              | Under<br>1 | 1-4           | 5-9          | 10-14         | 15-19         | 20-24  | 25-29  | 30-34  | 35-39  | 40+    |
| <25                                                                           |            | 63<br>46,440  |              |               |               |        |        |        |        |        |
| 25-29                                                                         |            | 135<br>56,581 | 10<br>*      |               |               |        |        |        |        |        |
| 30-34                                                                         |            | 109<br>59,246 | 20<br>88,172 | 5<br>*        |               |        |        |        |        |        |
| 35-39                                                                         |            | 118<br>60,018 | 18<br>*      | 13<br>*       | 4<br>*        |        |        |        |        |        |
| 40-44                                                                         |            | 125<br>60,351 | 27<br>90,419 | 28<br>81,519  | 23<br>83,346  | 8<br>* |        |        |        |        |
| 45-49                                                                         |            | 109<br>61,027 | 22<br>82,037 | 22<br>106,412 | 40<br>98,835  | 4<br>* | 3<br>* | 1<br>* |        |        |
| 50-54                                                                         |            | 103<br>65,242 | 23<br>97,331 | 22<br>97,262  | 59<br>103,227 | 3<br>* | 5<br>* | 4<br>* |        |        |
| 55-59                                                                         |            | 59<br>57,866  | 22<br>89,860 | 24<br>99,842  | 69<br>104,928 | 3<br>* | 5<br>* | 3<br>* | 4<br>* | 1<br>* |
| 60-64                                                                         |            | 25<br>60,337  | 13<br>*      | 7<br>*        | 42<br>116,794 |        |        |        | 1<br>* | 3<br>* |
| 65-69                                                                         |            | 3<br>*        | 1<br>*       | 6<br>*        | 16<br>*       | 1<br>* |        |        |        |        |
| 70+                                                                           |            |               |              | 1<br>*        | 3<br>*        |        |        |        |        |        |

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2012 limited to \$250,000.

\* Average pay is not shown for cells with fewer than 20 participants.

**Schedule SB, Line 26 — Schedule of Active Participant Data****Distribution of active hourly plan participants with flat dollar benefits**

| Years of benefit service as of January 1, 2013 |         |     |     |       |       |       |       |       |       |     |
|------------------------------------------------|---------|-----|-----|-------|-------|-------|-------|-------|-------|-----|
| Attained age                                   | Under 1 | 1-4 | 5-9 | 10-14 | 15-19 | 20-24 | 25-29 | 30-34 | 35-39 | 40+ |
| <25                                            |         | 5   | 5   |       |       |       |       |       |       |     |
| 25-29                                          | 3       | 12  | 61  | 3     |       |       |       |       |       |     |
| 30-34                                          |         | 13  | 80  | 57    | 3     |       |       |       |       |     |
| 35-39                                          | 1       | 7   | 93  | 81    | 31    | 10    |       |       |       |     |
| 40-44                                          | 1       | 16  | 90  | 96    | 97    | 53    |       |       |       |     |
| 45-49                                          |         | 14  | 81  | 100   | 103   | 57    | 59    | 7     |       |     |
| 50-54                                          | 1       | 13  | 79  | 102   | 87    | 59    | 69    | 109   | 11    |     |
| 55-59                                          |         | 13  | 64  | 70    | 97    | 43    | 77    | 75    | 95    | 10  |
| 60-64                                          |         | 2   | 20  | 30    | 41    | 14    | 32    | 23    | 39    | 59  |
| 65-69                                          |         |     | 3   | 5     | 4     | 1     | 5     | 3     | 4     | 19  |
| 70+                                            |         |     |     | 2     |       |       |       |       | 2     | 2   |

**Schedule SB, Line 26 — Schedule of Active Participant Data****Distribution of active participants with a cash balance account**

| Years of benefit service/average cash balance** as of January 1, 2013 |         |              |              |         |        |        |        |        |        |     |
|-----------------------------------------------------------------------|---------|--------------|--------------|---------|--------|--------|--------|--------|--------|-----|
| Attained age                                                          | Under 1 | 1-4          | 5-9          | 10-14   | 15-19  | 20-24  | 25-29  | 30-34  | 35-39  | 40+ |
| <25                                                                   |         | 63<br>3,003  |              |         |        |        |        |        |        |     |
| 25-29                                                                 |         | 135<br>4,422 | 10<br>*      |         |        |        |        |        |        |     |
| 30-34                                                                 |         | 109<br>4,389 | 20<br>15,225 | 5<br>*  |        |        |        |        |        |     |
| 35-39                                                                 |         | 118<br>4,663 | 18<br>*      | 7<br>*  | 2<br>* |        |        |        |        |     |
| 40-44                                                                 |         | 125<br>5,042 | 27<br>18,530 | 19<br>* | 7<br>* | 8<br>* |        |        |        |     |
| 45-49                                                                 |         | 108<br>5,088 | 22<br>13,630 | 11<br>* | 1<br>* | 2<br>* | 3<br>* | 1<br>* |        |     |
| 50-54                                                                 |         | 103<br>5,369 | 21<br>19,725 | 8<br>*  | 2<br>* | 2<br>* | 5<br>* | 3<br>* |        |     |
| 55-59                                                                 |         | 59<br>5,563  | 20<br>20,295 | 9<br>*  | 4<br>* | 3<br>* | 3<br>* | 2<br>* | 3<br>* |     |
| 60-64                                                                 |         | 25<br>5,519  | 12<br>*      |         |        |        |        |        |        |     |
| 65-69                                                                 |         | 3<br>*       | 1<br>*       | 5<br>*  |        |        |        |        |        |     |

\* Average cash balance is not displayed for age/service groupings with fewer than 20 members.

\*\* This scatter displays the average cash balance accounts for active participants with account-based benefits.

**Schedule SB, Line 32 — Schedule of Amortization Bases**

The total shortfall amortization charge is the sum of the individual shortfall amortization installment for each plan year since the IRC Section 430 changes made by the Pension Protection Act of 2006 (PPA) took effect for the plan. Although an individual shortfall amortization installment can be negative, the combined shortfall amortization charge cannot be less than \$0.

| Shortfall bases  |                      |                 |                     |
|------------------|----------------------|-----------------|---------------------|
| Year established | Outstanding balance  | Years remaining | 2013 Installment    |
| 2013             | <u>\$ 21,774,544</u> | 7               | <u>\$ 3,633,997</u> |
| Total            | \$ 21,774,544        |                 | \$ 3,633,997        |

## **Schedule SB, Part V — Summary of Plan Provisions**

### **Summary of plan provisions**

Following is a summary of the major plan provisions used to determine the plan's financial position. Hourly benefit levels that were reflected for the first time in this valuation are highlighted.

In general, benefits are converted from normal form to optional forms based on the GAR 94 mortality table and 6% interest.

These summaries should not be used in determining plan benefits.

Effective January 1, 2001, a cash balance formula was created. As of January 1, 2013, this plan covers most new hires.

An account balance was established for all salaried participants hired on or after January 1, 2001 and for all hourly participants from the GMP union who were hired on or after April 1, 2008. This account was initially set at zero and increases annually with pay and interest credits.

New hires in the USW union continue to accrue benefits under the flat dollar formula as of January 1, 2013

## **Schedule SB, Part V — Summary of Plan Provisions**

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SG Containers – Heye Hourly

SG Containers – Heye Salaried

SG Containers – Salaried

**Schedule SB, Part V — Summary of Plan Provisions****Saint-Gobain Containers Inc. Retirement Accumulation Plan**

| <i>Effective Date</i>          | January 1, 2001.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                              |                                                    |             |      |        |      |            |      |
|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------|----------------------------------------------------|-------------|------|--------|------|------------|------|
| <i>Eligibility</i>             | See beginning of plan provision section for information on plan eligibility.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                              |                                                    |             |      |        |      |            |      |
| <i>Credited Service</i>        | For purposes of determining plan benefits, credited service includes service as a participant in this plan only.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                              |                                                    |             |      |        |      |            |      |
| <i>Normal Retirement</i>       | A participant is eligible for a normal retirement pension on his normal retirement date, the first of the month following his 65th birthday.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                              |                                                    |             |      |        |      |            |      |
| <i>Cash Balance Account</i>    | <p>Effective January 1, 2001, an account balance was established for new salaried participants. This account was initially set at zero and will increase annually by pay and interest credits.</p> <p>Effective April 1, 2008, an account balance was established for new GMP union participants. This account was initially set at zero and will increase annually by pay and interest credits.</p> <p>Pay credits are based on each participant's credited service as follows:</p> <table> <tr> <th><u>Full Years of Service</u></th><th><u>Pay Credit<br/>(Percentage of Compensation)</u></th></tr> <tr> <td>less than 9</td><td>3.0%</td></tr> <tr> <td>9 - 15</td><td>3.5%</td></tr> <tr> <td>16 or more</td><td>4.0%</td></tr> </table> <p>Pay credits are provided retroactively to one year prior to the participant's date of entry in the plan.</p> <p>Interest credits are based on the average 30-year U.S. Treasury Bond rates for the month of November preceding the start of the plan year.</p> | <u>Full Years of Service</u> | <u>Pay Credit<br/>(Percentage of Compensation)</u> | less than 9 | 3.0% | 9 - 15 | 3.5% | 16 or more | 4.0% |
| <u>Full Years of Service</u>   | <u>Pay Credit<br/>(Percentage of Compensation)</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                              |                                                    |             |      |        |      |            |      |
| less than 9                    | 3.0%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                              |                                                    |             |      |        |      |            |      |
| 9 - 15                         | 3.5%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                              |                                                    |             |      |        |      |            |      |
| 16 or more                     | 4.0%                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                              |                                                    |             |      |        |      |            |      |
| <i>Normal Form of Benefit</i>  | The normal form of benefit for non-married participants is a life annuity. For married participants, the normal form of benefit is a qualified joint and 50% survivor annuity. The normal form of benefit is the actuarial equivalent of the participant's account balance.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                              |                                                    |             |      |        |      |            |      |
| <i>Optional Forms</i>          | <p>The following forms of benefit are available on an actuarial equivalent basis:</p> <ul style="list-style-type: none"> <li>– Lump Sum Payment</li> <li>– Single Life Annuity</li> <li>– Joint and 50% Survivor Annuity</li> <li>– Joint and 75% Survivor Annuity.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                              |                                                    |             |      |        |      |            |      |
| <i>Termination and Vesting</i> | If a member terminates employment with at least 3 years of service, he is fully vested in the amount of his accrued benefit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                              |                                                    |             |      |        |      |            |      |
| <i>Disability Benefit</i>      | <p>The annual Pay Credits while disabled are based on the greater of:</p> <ol style="list-style-type: none"> <li>1) Base salary in effect on the day before disability</li> <li>2) Pay for the calendar year preceding disability.</li> </ol>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                              |                                                    |             |      |        |      |            |      |
| <i>Death Benefit</i>           | If a member dies while actively employed, his account is fully vested. If the member is not married, his beneficiary will receive his account balance as a lump sum. If the member is married, the surviving spouse may choose either a life annuity or a lump sum.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                              |                                                    |             |      |        |      |            |      |
| <i>Contributions</i>           | The Company bears the full cost of benefits under the plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                              |                                                    |             |      |        |      |            |      |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – ANC 007**

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|-------------------|----------|----------|--|--|-------------|----------|----------|----------|----------|----------|--------|---------|---------|---------|---------|---------|---------|-------|-------|-------|-------|-------|--------------|-------|-------|-------|-------|-------|
| Effective Date            | January 1, 1955, as amended to date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Eligibility               | An employee who is covered by the collective bargaining agreements between the Company and the GMP or USW is immediately eligible to participate in the plan, except for members in the RAP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement         | Age 60 for GMP Members.<br>Age 65 for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement          | Age 50 with 10 Years of Service for GMP Members.<br>Age 55 with 10 Years of Service, or age 60, for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Disability Retirement     | 10 Years of Service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement Benefit | <p>The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade.</p> <table><tr><td></td><td colspan="5">Fixed Dollar Unit</td></tr><tr><td>Labor Grade</td><td>4/1/2008</td><td>4/1/2009</td><td>4/1/2010</td><td>4/1/2011</td><td>4/1/2012</td></tr><tr><td>1 – 10</td><td>\$49.00</td><td>\$50.00</td><td>\$51.00</td><td>\$52.00</td><td>\$53.00</td></tr><tr><td>11 – 15</td><td>50.00</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td></tr><tr><td>16 and above</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td><td>55.00</td></tr></table> <p>All employees who retire from active service on or after 4/1/2008 receive benefit increases under the current contract.</p> |          | Fixed Dollar Unit |          |          |  |  | Labor Grade | 4/1/2008 | 4/1/2009 | 4/1/2010 | 4/1/2011 | 4/1/2012 | 1 – 10 | \$49.00 | \$50.00 | \$51.00 | \$52.00 | \$53.00 | 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 | 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |
|                           | Fixed Dollar Unit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Labor Grade               | 4/1/2008                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | 4/1/2009 | 4/1/2010          | 4/1/2011 | 4/1/2012 |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 1 – 10                    | \$49.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | \$50.00  | \$51.00           | \$52.00  | \$53.00  |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 11 – 15                   | 50.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 51.00    | 52.00             | 53.00    | 54.00    |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 16 and above              | 51.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 52.00    | 53.00             | 54.00    | 55.00    |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement Benefit  | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Disability Benefit        | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Form of Payment           | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for the married member is a reduced benefit payable for life with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Spouse's Benefit          | <p>For GMP members, death benefits are equal to 50% of the normal retirement benefit commencing either immediately or, if later, at the date the participant would have been age 40.</p> <p>For USW members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.</p> <p>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                      |          |                   |          |          |  |  |             |          |          |          |          |          |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |

**Schedule SB, Part V — Summary of Plan Provisions**

|                                |                                                                                                                                                                                                                                                                                                                                                                              |
|--------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Termination and Vesting</i> | <p>If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his benefit payable at Normal Retirement.</p> <p>Members with 10 or more years of service at termination can retire as early as age 50 (age 55 for USW members). Benefits are reduced by 6% a year for commencement prior to age 60 (age 65 for USW members).</p> |
| <i>Contributions</i>           | <p>The Company bears the full cost of benefits under the plan.</p>                                                                                                                                                                                                                                                                                                           |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – ANC 033**

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
|---------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------|-----------------|-----------------|--|--|--------------------|-----------------|-----------------|-----------------|-----------------|-----------------|--------|---------|---------|---------|---------|---------|---------|-------|-------|-------|-------|-------|--------------|-------|-------|-------|-------|-------|--------------------|------------------------------------------------|--------|---------|---------|-------|--------------|-------|
| Effective Date            | September 19, 1983, as amended to date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Eligibility               | An employee who is covered by the collective bargaining agreement between the Company and the GMP or USW is immediately eligible to participate in the plan, except for members in the RAP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Normal Retirement         | Age 60 for GMP Members.<br>Age 65 for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Early Retirement          | Age 50 with 10 Years of Service for GMP Members.<br>Age 55 with 10 Years of Service or age 60, for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Disability Retirement     | 10 Years of Service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Normal Retirement Benefit | <p>The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade.</p> <table><tr><td></td><td colspan="5">Fixed Dollar Unit</td></tr><tr><td><u>Labor Grade</u></td><td><u>4/1/2008</u></td><td><u>4/1/2009</u></td><td><u>4/1/2010</u></td><td><u>4/1/2011</u></td><td><u>4/1/2012</u></td></tr><tr><td>1 – 10</td><td>\$49.00</td><td>\$50.00</td><td>\$51.00</td><td>\$52.00</td><td>\$53.00</td></tr><tr><td>11 – 15</td><td>50.00</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td></tr><tr><td>16 and above</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td><td>55.00</td></tr></table> <p>All employees who retire from active service on or after 4/1/2008 receive benefit increases under the current contract.</p> <p>Former Kerr employees will have their benefits reduced by the product of their Years of Service prior to September 19, 1983 and their Fixed Dollar Unit at September 19, 1983.</p> <table><tr><td><u>Labor Grade</u></td><td><u>Fixed Dollar Unit at September 19, 1983</u></td></tr><tr><td>1 – 10</td><td>\$14.00</td></tr><tr><td>11 – 15</td><td>15.00</td></tr><tr><td>16 and above</td><td>16.00</td></tr></table> |                 | Fixed Dollar Unit |                 |                 |  |  | <u>Labor Grade</u> | <u>4/1/2008</u> | <u>4/1/2009</u> | <u>4/1/2010</u> | <u>4/1/2011</u> | <u>4/1/2012</u> | 1 – 10 | \$49.00 | \$50.00 | \$51.00 | \$52.00 | \$53.00 | 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 | 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 | <u>Labor Grade</u> | <u>Fixed Dollar Unit at September 19, 1983</u> | 1 – 10 | \$14.00 | 11 – 15 | 15.00 | 16 and above | 16.00 |
|                           | Fixed Dollar Unit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| <u>Labor Grade</u>        | <u>4/1/2008</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <u>4/1/2009</u> | <u>4/1/2010</u>   | <u>4/1/2011</u> | <u>4/1/2012</u> |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 1 – 10                    | \$49.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | \$50.00         | \$51.00           | \$52.00         | \$53.00         |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 11 – 15                   | 50.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 51.00           | 52.00             | 53.00           | 54.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 16 and above              | 51.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | 52.00           | 53.00             | 54.00           | 55.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| <u>Labor Grade</u>        | <u>Fixed Dollar Unit at September 19, 1983</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 1 – 10                    | \$14.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 11 – 15                   | 15.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| 16 and above              | 16.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Early Retirement Benefit  | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Disability Benefit        | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |
| Form of Payment           | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for a married member is a reduced benefit payable for life with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |                    |                                                |        |         |         |       |              |       |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – ANC 033 (continued)**

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Spouse's Benefit</i>        | <p>For GMP members, death benefits are equal to 50% of the normal retirement benefits commencing either immediately or, if later, the date the participant would have been age 40.</p> <p>For USW members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.</p> <p>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies.</p> |
| <i>Termination and Vesting</i> | <p>If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his accrued benefit payable at Normal Retirement.</p> <p>Members with 10 or more years of service at termination can retire as early as age 50 (age 55 for USW members). Benefits are reduced by 6% a year for commencement prior to age 60 (age 65 for USW members).</p>                                                        |
| <i>Contributions</i>           | <p>The Company bears the full cost of benefits under the plan.</p>                                                                                                                                                                                                                                                                                                                                                                          |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Ball Hourly**

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------|-----------------|-----------------|--|--|--------------------|-----------------|-----------------|-----------------|-----------------|-----------------|--------|---------|---------|---------|---------|---------|---------|-------|-------|-------|-------|-------|--------------|-------|-------|-------|-------|-------|
| Effective Date            | May 31, 1996 as amended to date.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Eligibility               | An employee who is covered by the collective bargaining agreements between the Company and the GMP or USW is immediately eligible to participate in the plan, except for members in the RAP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement         | Age 60 with 5 Years of Service for GMP Members.<br>Age 65 with 5 Years of Service for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement          | Age 50 with 10 Years of Service, or Age 60 for GMP Members.<br>Age 55 with 10 Years of Service, or Age 65 for USW Members.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Disability Retirement     | 10 Years of Service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement Benefit | <p>The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade.</p> <table><tr><td></td><td colspan="5">Fixed Dollar Unit</td></tr><tr><td><u>Labor Grade</u></td><td><u>4/1/2008</u></td><td><u>4/1/2009</u></td><td><u>4/1/2010</u></td><td><u>4/1/2011</u></td><td><u>4/1/2012</u></td></tr><tr><td>1 – 10</td><td>\$49.00</td><td>\$50.00</td><td>\$51.00</td><td>\$52.00</td><td>\$53.00</td></tr><tr><td>11 – 15</td><td>50.00</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td></tr><tr><td>16 and above</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td><td>55.00</td></tr></table> <p>All employees who retire from active service on or after 4/1/2008 receive benefit increases under the current contract.</p> <p>Benefits for former TBG, Metropak, or Kerr participants are offset by their prior plan benefits.</p> |                 | Fixed Dollar Unit |                 |                 |  |  | <u>Labor Grade</u> | <u>4/1/2008</u> | <u>4/1/2009</u> | <u>4/1/2010</u> | <u>4/1/2011</u> | <u>4/1/2012</u> | 1 – 10 | \$49.00 | \$50.00 | \$51.00 | \$52.00 | \$53.00 | 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 | 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |
|                           | Fixed Dollar Unit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| <u>Labor Grade</u>        | <u>4/1/2008</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <u>4/1/2009</u> | <u>4/1/2010</u>   | <u>4/1/2011</u> | <u>4/1/2012</u> |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 1 – 10                    | \$49.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | \$50.00         | \$51.00           | \$52.00         | \$53.00         |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 11 – 15                   | 50.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 51.00           | 52.00             | 53.00           | 54.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 16 and above              | 51.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | 52.00           | 53.00             | 54.00           | 55.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement Benefit  | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Disability Benefit        | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction. However, for former TBG participants, the benefit is not offset by the TBG Hourly plan benefit until the participant becomes eligible to receive a retirement benefit under the TBG Hourly Plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Form of Payment           | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for a married member is a reduced benefit payable for life guaranteed for 6 years with 50% of the reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Ball Hourly (continued)**

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Spouse's Benefit</i>        | <p>For GMP Members, death benefits are equal to 50% of the normal retirement benefit commencing immediately if the participant was at least age 40 with 5 Years of Service at death.</p> <p>For USW Members, the same provisions apply but the participant must be age 45 with 10 Years of Service at death.</p> <p>For participants who do not meet the above requirements at death, the statutory pre-retirement death benefit applies.</p> |
| <i>Termination and Vesting</i> | <p>If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his benefit payable at Normal Retirement.</p> <p>Members with 10 or more years of service at termination can retire as early as age 50 (age 55 for USW members). Benefits are reduced by 6% a year for commencement prior to age 60 (age 65 for USW members).</p>                                                                  |
| <i>Contributions</i>           | <p>The Company bears the full cost of benefits under the plan.</p>                                                                                                                                                                                                                                                                                                                                                                            |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Heye Hourly**

|                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-------------------|-----------------|-----------------|--|--|--------------------|-----------------|-----------------|-----------------|-----------------|-----------------|--------|---------|---------|---------|---------|---------|---------|-------|-------|-------|-------|-------|--------------|-------|-------|-------|-------|-------|
| Effective Date            | April 1, 1988, as amended to date                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Eligibility               | An employee who is covered by the collective bargaining agreement between the Company and the GMP is immediately eligible to participate in the plan, except for members in the RAP.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement         | Age 60                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement          | Age 50 with 10 years of service                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Normal Retirement Benefit | <p>The monthly amount of retirement income commencing at normal retirement date is equal to a participant's Years of Service multiplied by the Fixed Dollar Unit applicable under the plan. Fixed Dollar Units are based on the participant's Labor Grade.</p> <table><tr><td></td><td colspan="5">Fixed Dollar Unit</td></tr><tr><td><u>Labor Grade</u></td><td><u>7/1/2008</u></td><td><u>7/1/2009</u></td><td><u>7/1/2010</u></td><td><u>7/1/2011</u></td><td><u>7/1/2012</u></td></tr><tr><td>1 – 10</td><td>\$49.00</td><td>\$50.00</td><td>\$51.00</td><td>\$52.00</td><td>\$53.00</td></tr><tr><td>11 – 15</td><td>50.00</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td></tr><tr><td>16 and above</td><td>51.00</td><td>52.00</td><td>53.00</td><td>54.00</td><td>55.00</td></tr></table> <p>All employees who retire from active service on or after 4/1/2008 receive benefit increases under the current contract.</p> |                 | Fixed Dollar Unit |                 |                 |  |  | <u>Labor Grade</u> | <u>7/1/2008</u> | <u>7/1/2009</u> | <u>7/1/2010</u> | <u>7/1/2011</u> | <u>7/1/2012</u> | 1 – 10 | \$49.00 | \$50.00 | \$51.00 | \$52.00 | \$53.00 | 11 – 15 | 50.00 | 51.00 | 52.00 | 53.00 | 54.00 | 16 and above | 51.00 | 52.00 | 53.00 | 54.00 | 55.00 |
|                           | Fixed Dollar Unit                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| <u>Labor Grade</u>        | <u>7/1/2008</u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <u>7/1/2009</u> | <u>7/1/2010</u>   | <u>7/1/2011</u> | <u>7/1/2012</u> |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 1 – 10                    | \$49.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | \$50.00         | \$51.00           | \$52.00         | \$53.00         |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 11 – 15                   | 50.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 51.00           | 52.00             | 53.00           | 54.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| 16 and above              | 51.00                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 52.00           | 53.00             | 54.00           | 55.00           |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Early Retirement Benefit  | Benefits are determined in the same manner as normal retirement benefits. Benefits are reduced by 6% a year for commencement prior to age 60. Benefits are unreduced for plan members who are age 55 with 30 Years of Service at retirement.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Disability Benefit        | Benefits are determined in the same manner as normal retirement benefits and are payable immediately without reduction.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Form of Payment           | The normal form of payment for a single employee is a 6-year certain and life annuity. The normal form of payment for a married member is reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of the member. The member may also elect other optional forms of payment.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Spouse's Benefit          | Death benefits are equal to 50% of the normal retirement benefit commencing either immediately or, if later, at the date the participant would have been age 40.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Termination and Vesting   | <p>If a member terminates employment with at least 5 Years of Service, he is fully vested in the amount of his benefit payable at Normal Retirement.</p> <p>Members with 10 or more years of service at termination can retire as early as age 50. Benefits are reduced by 6% a year for commencement prior to age 60.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |
| Contributions             | The Company bears the full cost of benefits under the plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                 |                   |                 |                 |  |  |                    |                 |                 |                 |                 |                 |        |         |         |         |         |         |         |       |       |       |       |       |              |       |       |       |       |       |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Heye Salaried*****This plan is frozen as of March 31, 2004.****Thereafter, the participant's accrued benefit will be equal to the greater of 1) the frozen benefit as of March 31, 2004 based on the formula below and 2) the benefit calculated under the SG Container's Salaried plan.*

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|----------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Effective Date</i>            | May 1, 1996.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <i>Eligibility</i>               | An employee becomes a member of the plan on the January 1 or July 1 following the attainment of age 21 and the completion of one year of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
| <i>Normal Retirement</i>         | The first day of the month coincident with or next following a member's 65th birthday.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <i>Early Retirement</i>          | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <i>Normal Retirement Benefit</i> | <p>The sum of (A) minus (B) plus (C):</p> <p>(A) 1.5% of average monthly compensation multiplied by years of service not in excess of 35.</p> <p>(B) 1.5% of the Primary Social Security Benefit multiplied by years of service covered in (A) above (first 35 years) which are after December 31, 1978.</p> <p>(C) 1.0% of average monthly compensation multiplied by years of service in excess of 35.</p> <p>The benefit described above shall be reduced by the benefits payable from the hourly pension plan, if any.</p>                                                                                                                                                                                                                                                       |
| <i>Early Retirement Benefit</i>  | <p>The accrued benefit computed without the offset portions of the benefit (A. and C. above) reduced by 3% for each year the early retirement date precedes age 62; and with the offset portion of the benefit (B. above) reduced by 1/15 for each of the first 5 years and 1/30 of each of the next 5 years by which the early retirement date precedes the normal retirement date.</p> <p>If an active participant has attained age 60 with 30 years of service there is no reduction applied to A. and C.</p> <p>A terminated vested employee's early retirement benefit is reduced by 6% per year for each year by which early retirement precedes normal retirement.</p> <p>The accrued benefit may be reduced by any benefits payable from the hourly plan, if applicable.</p> |
| <i>Disability Benefit</i>        | <p>Eligibility: Eligible for disability benefits under the Social Security Act and eligible for benefits under the Company's Long Term Disability program.</p> <p>Benefit: The participant will continue to earn years of service credit until his normal retirement date or actual retirement date, if later. At retirement, the benefit will be calculated using the average monthly compensation at the date of disability.</p>                                                                                                                                                                                                                                                                                                                                                   |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Heye Salaried (continued)**

|                                |                                                                                                                                                                                                                                                                                                                                                                                                                               |
|--------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Form of Payment</i>         | Retirement benefits are normally paid for the duration of a single member's life. The normal form of payment for a married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment, including a lump sum payment for the portion of the benefit accrued through March 31, 2004. |
| <i>Spouse's Benefit</i>        | Upon the death of a participant with a surviving spouse, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his earliest retirement age, retired with a qualified joint and 50% survivor annuity, then died the next day.                                                                                |
| <i>Termination and Vesting</i> | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit.                                                                                                                                                                                                                                                                                                  |
| <i>Contributions</i>           | The Company bears the full cost of benefits under the plan.                                                                                                                                                                                                                                                                                                                                                                   |

**Schedule SB, Part V — Summary of Plan Provisions****SG Containers – Salaried**

|                                  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <i>Effective Date</i>            | September 15, 1995.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         |
| <i>Eligibility</i>               | Immediate.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <i>Normal Retirement</i>         | The first day of the month coincident with or next following a member's 65th birthday.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <i>Early Retirement</i>          | A member may retire at his request on the first day of any month subsequent to his 55th birthday and completion of 5 years of service.                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <i>Normal Retirement Benefit</i> | The monthly amount of retirement income commencing at normal retirement date is 1.25% of the member's average monthly compensation multiplied by the number of years of credited service (post September 15, 1995) to a maximum of 35 years.                                                                                                                                                                                                                                                                                                                                                |
| <i>Early Retirement Benefit</i>  | <p>Upon early retirement, the benefit is determined in the same manner as at normal retirement except it is based on credited service and average monthly compensation at the early retirement date. Early retirement benefits are reduced by 5% for each year retirement precedes age 62.</p> <p>A terminated vested employee's early retirement benefit is actuarially reduced for each year by which early retirement precedes the normal retirement date. Actuarial equivalence is determined using the 1994 Group Annuity Reserving Table projected to 2002 using Scale AA and 6%.</p> |
| <i>Guaranteed Benefit</i>        | <p>Employees who are at least age 52 on September 15, 1995 with 5 or more years of service (10 or more for former Ball employees), and who terminate employment after age 55, are entitled to the larger of (A) or (B):</p> <p>(A) The amounts described above at normal or early retirement;</p> <p>(B) The amount that, when combined with their accrued benefit at September 15, 1995 under the prior plan, they would have received under the prior plan if they had continued to participate in that plan to the earlier of their separation from service or September 15, 1998.</p>   |
| <i>Form of Payment</i>           | Retirement benefits are normally paid for the duration of a single member's life. The normal form of payment for a married member is a reduced benefit payable for life with 50% of such reduced benefit continued to his or her spouse upon the death of such member. The member may also elect other optional forms of payment.                                                                                                                                                                                                                                                           |
| <i>Spouse's Benefit</i>          | Upon the death of a participant with a surviving spouse, the amount paid to the surviving spouse is equal to the amount that would have been paid had the participant terminated employment on the date of death and survived to his earliest retirement age, retired with a qualified joint and 50% survivor annuity, then died the next day.                                                                                                                                                                                                                                              |
| <i>Termination and Vesting</i>   | If a member terminates employment with at least 5 years of service, he is fully vested in the amount of his accrued benefit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <i>Contributions</i>             | The Company bears the full cost of benefits under the plan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |

## Schedule SB, Part V — Summary of Plan Provisions

### ***Benefits Included or Excluded***

Unless noted below, all benefits provided by the plan are included in this valuation.

- **Plan amendments excluded:** Amendments adopted after the valuation date or effective after the current plan year are excluded from the valuation.
- **Late retirement increases:**
  - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70.
  - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

### ***Additional Benefits Included or Excluded***

- **IRC Section 436 benefit restrictions:**
  - *Plan amendments:* See above.
  - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
  - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** This valuation does not value the plan's unpredictable contingent event benefits, which are summarized above, based on discussions with the plan sponsor that there is no expectation in the near to mid-term that any plants will be closed.

### **Plan Provision Changes Since Prior Valuation**

- Maximum compensation amounts and maximum benefit amounts under the Internal Revenue Code were updated from 2012 to 2013.

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

**Financial Statements  
December 31, 2013 and 2012**

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Index to Financial Statements**

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## Report of Independent Auditors

To the Participants and Administrator  
Saint-Gobain Containers, Inc.  
Retirement Income Plan

### **Report on the Financial Statements**

We were engaged to audit the accompanying financial statements of Saint-Gobain Containers, Inc. Retirement Income Plan (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2013 and 2012 and the related statement of changes in net assets available for benefits for the years then ended, and the statement of accumulated plan benefits as of December 31, 2012 and the related statement of changes in accumulated plan benefits for the year 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 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 audits 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 (ERISA), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 10, which was certified by State Street Bank and Trust Company (the "Trustee"), 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 related transactions. The plan administrator has obtained certifications from the Trustee as of and for the years ended December 31, 2013 and 2012 that the information provided to the plan administrator by the Trustee is complete and accurate.

To the Participants and Administrator  
Saint-Gobain Containers, Inc.  
Retirement Income Plan

***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 evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

**Report on Form and Content in Compliance with DOL Rules and Regulations**

The form and content of the information included in the financial statements, other than that derived from the information certified by the Trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

*Plante & Moreau, PLLC*

Elgin, Illinois  
October 7, 2014

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Net Assets Available for Benefits**  
**December 31, 2013 and 2012**

---

|                                                                      | <u>2013</u>                   | <u>2012</u>                  |
|----------------------------------------------------------------------|-------------------------------|------------------------------|
| <b>Assets</b>                                                        |                               |                              |
| Investments, at fair value:                                          |                               |                              |
| Plan's interest in Saint-Gobain Corporation Master Trust<br>(Note 9) | <u>\$ 850,367,114</u>         | <u>\$ 854,295,023</u>        |
| Total investments                                                    | 850,367,114                   | 854,295,023                  |
| Receivables:                                                         |                               |                              |
| Employer contributions                                               | <u>207,500,000</u>            | <u>-</u>                     |
| <b>Net assets available for benefits</b>                             | <u><b>\$1,057,867,114</b></u> | <u><b>\$ 854,295,023</b></u> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Changes in Net Assets Available for Benefits**  
**Year Ended December 31, 2013 and Period Ended December 31, 2012**

|                                                          | <u>2013</u>                    | <u>2012</u>                  |
|----------------------------------------------------------|--------------------------------|------------------------------|
| <b>Additions</b>                                         |                                |                              |
| Investment income:                                       |                                |                              |
| Plan's interest in the Saint-Gobain Corporation          |                                |                              |
| Master Trust investment income (Note 9)                  | \$ 52,597,038                  | \$ 107,106,041               |
|                                                          | 52,597,038                     | 107,106,041                  |
| Employer contributions                                   | 207,500,000                    | 1,000,000                    |
| Transferred in                                           | -                              | 5,327,617                    |
| <b>Total additions</b>                                   | 260,097,038                    | 113,433,658                  |
| <b>Deductions</b>                                        |                                |                              |
| Benefits paid                                            | 50,402,145                     | 48,191,842                   |
| Investment and administrative expenses                   | 6,122,802                      | 6,203,050                    |
| <b>Total deductions</b>                                  | 56,524,947                     | 54,394,892                   |
| <b>Net Increase</b>                                      | 203,572,091                    | 59,038,766                   |
| Net Assets Available for Benefits - Beginning of period  | 854,295,023                    | 795,256,257                  |
| <b>Net Assets Available for Benefits - End of period</b> | <b><u>\$ 1,057,867,114</u></b> | <b><u>\$ 854,295,023</u></b> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Accumulated Plan Benefits**  
**December 31, 2012**

---

|                                                                            | <u>2012</u>                    |
|----------------------------------------------------------------------------|--------------------------------|
| Actuarial present value of accumulated plan benefits:                      |                                |
| Vested benefits:                                                           |                                |
| Participants currently receiving benefit payments                          | \$ 612,529,426                 |
| Other vested participants                                                  | <u>503,335,868</u>             |
| Total vested benefits                                                      | 1,115,865,294                  |
| Nonvested benefits                                                         | <u>11,089,466</u>              |
| Total actuarial present value of<br>accumulated plan benefits (see Note 2) | <u><u>\$ 1,126,954,760</u></u> |

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

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Statement of Changes in Accumulated Plan Benefits**  
**Period Ended December 31, 2012**

---

|                                                                                  | <u>2012</u>                   |
|----------------------------------------------------------------------------------|-------------------------------|
| Actuarial present value of accumulated plan benefits at beginning of year        | \$1,002,215,084               |
| Increase (decrease) during the year attributable to:                             |                               |
| Benefits accumulated                                                             | 15,920,918                    |
| Increase for interest due to decrease in discount period                         | 44,015,362                    |
| Assumption change                                                                | 112,995,238                   |
| Benefits paid                                                                    | <u>(48,191,842)</u>           |
| Net increase                                                                     | <u>124,739,676</u>            |
| Actuarial present value of accumulated plan benefits at end of year (see Note 2) | <u><u>\$1,126,954,760</u></u> |

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

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

---

#### **1. Description of Plan**

The following brief description of the Saint-Gobain Containers Inc. Retirement Income Plan (the "Plan") is intended to give a general summary of its principal provisions. Participants should refer to the plan document for more complete information.

##### **General**

The Plan is a defined benefit pension plan covering substantially all Saint-Gobain Containers, Inc. United States (U.S.) employees. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Plan is an amalgamation of plan mergers and previous plans; therefore, requirements and benefits may vary considerably by location and/or business unit. The plan is administered by Saint-Gobain Corporation (the "Company"), and Plan assets are held by the Saint-Gobain Corporation Master Trust (the "Trust").

##### **Pension Benefits**

Generally, employees with five or more years of service are entitled to annual pension benefits beginning at normal retirement age (65). Benefits are calculated as a percentage (currently 1.25%) of final five year average annual compensation times years of service, on an integrated career average formula, or as a flat dollar amount times years of service. Eligibility for early retirement with reduced benefits begins either at age 50 or age 55, after completion of 5 to 10 years of service. Participants forfeit the right to receive a portion of their accumulated plan benefits if they terminate before rendering five years of service. Participants may normally elect to receive their pension benefits in the form of a life annuity, as a joint and survivor annuity, or as of a certain period. Participants may also elect to receive the present value of their accumulated plan benefits as a lump-sum distribution upon retirement or termination provided it does not exceed \$5,000.

Generally, individuals hired on or after January 1, 2001 participate in a cash balance pension plan. Benefits under the cash balance portion of the Plan vest after three years of service. Under the cash balance pension plan, participant accounts receive both pay credits and interest credits on December 31 of each year. The pay credit is based on a participant's full years of service as of the first day of the plan year and is expressed as a percentage of pay for that year as follows: 1 to 8 years – 3%; 9 to 15 years – 3.5%; 16 or more – 4%. The interest credit is based on a participant's beginning-of-the-year account balance. The interest credit is reset each year to equal the average yield on the 30-year U.S. Treasury Bond during the month of November preceding the start of the year.

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

---

#### **Death and Disability Benefits**

Generally, if a vested participant dies prior to receiving retirement benefits, a death benefit equal to 50% (joint and survivor benefits) of the participant's pension, calculated as if they had terminated on the day of their death and retired on the date of their death, is paid to the participants spouse. In some locations an immediate spousal benefit is paid. If an unmarried vested participant dies prior to receiving retirement benefits, there is no benefit payable. As defined in the plan documents, survivor benefits at some locations and/or business units may be different from those above.

Active participants who become totally and permanently disabled (as defined in the Plan) continue to accrue service, in some cases up to normal retirement date. Disability benefits at some locations and/or business units may be different from those above.

#### **Investment and Administrative Expenses**

The Plan pays all administrative expenses.

## **2. Summary of Significant Accounting Policies**

#### ***Use of Estimates***

The preparation of financial statements in conformity with accounting principles generally accepted in the U.S. requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated plan benefits at the date of the financial statements. Actual results could differ from those estimates.

#### ***Investment Valuation and Income Recognition***

The Plan's interest in the Trust is stated at fair value. Interest bearing cash represents investments in a short-term investment fund and is stated at current value. For purposes of determining fair value of the assets held by the Trust, investments in corporate stocks and registered investment companies (all of which are mutual funds) are stated at fair market value using quoted market prices of a national securities exchange. The investments in U.S. government securities, corporate debt instruments, and collateralized mortgage obligations, are valued using quoted market prices and/or other market data for the same or comparable instruments or transactions in establishing the prices, discounted cash flow models, or other pricing models. Common and collective trusts are valued at net asset value per share (or its equivalent) of the fund, based on the fair market values of the underlying net assets. The issuer or the investment manager values partnership and joint venture interests at fair value based on the equity of ownership.

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.

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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The Trust allows for the use of derivatives to help manage its investment mix in accordance with its investment strategy and policy. The derivatives most commonly used are highly-liquid exchange-traded equity futures. The use of derivative instruments is not believed to materially increase the credit or market risk of the Trust's investments. During 2013 and 2012, the Trust entered into equity futures contracts, with the objective of gaining exposure to the equities market, in order to maintain its investment mix in accordance with its investment strategy and policy. Futures contracts are valued at their quoted daily settlement prices. Fluctuations in the value of the contracts are recorded in the Trust's Statement of Net Assets Available for Benefits as an asset/(liability), and in the Statement of Changes in Net Assets Available for Benefits as net appreciation/(depreciation).

Contributions to the Trust and payments of retirement benefits are accounted for specifically by the Plan. The Plan's relative interest in the Trust is determined based on its proportionate share of assets contributed to the Trust, as adjusted for contributions and retirement benefits. Realized gains and losses from security transactions and the change in unrealized appreciation or depreciation of investments and net investment income (interest and dividend income less expenses) are allocated monthly to the Plan based on its relative interest in the Trust. The Plan has an undivided interest in the Trust.

#### ***Actuarial Present Value of Accumulated Plan Benefits***

Accumulated plan benefits are those future periodic payments, including lump-sum distributions that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to (a) retired or terminated employees or their beneficiaries, (b) beneficiaries of employees who have died, and (c) present employees or their beneficiaries. Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by the Plan's actuary and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The actuarial method in use is the Projected Unit Credit Actuarial Cost Method. The significant assumptions used in the valuation as of December 31, 2012 was as follows:

- |                         |                                                                                                                                                                                                                                                                          |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1. Investment return    | 3.75% per annum in 2012                                                                                                                                                                                                                                                  |
| 2. Retirement age       | Rates graded by age, ranging from 55 to 70                                                                                                                                                                                                                               |
| 3. Mortality table used | RP2000 Combined Active/Retiree Healthy Mortality Table, projected to 2018 with Scale AA (sex distinct) for healthy participants, and Revenue Ruling 96-7 table for participants who became disabled after 1994 and are eligible for Social Security disability benefits. |

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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4. Termination Rates graded by age, ranging from 20 to 55

#### *Changes since prior valuation*

The following assumptions have been changed since the December 31, 2012 valuation:

- Discount rate changed from 4.5% to 3.75%
- The expense component of normal cost increased from \$2,642,000 to \$3,939,000.
- The mortality table was updated for disabled participants using the Revenue Ruling 96-7 table for participants who became disabled for 1994 and are eligible for Social Security disability benefits.

The foregoing actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

#### **Subsequent Events**

The financial statements and related disclosures include evaluation of events up through and including October 7, 2014, which is the date the financial statements were available to be issued.

Subsequent to December 31, 2013, the Plan's sponsor changed from Saint-Gobain Corporation to Ardagh Group S.A.

### **3. Fair Value Disclosure**

Accounting standards require certain assets and liabilities be reported at fair value in the financial statements and provide a framework for establishing that fair value. The framework for determining fair value is based on a hierarchy that prioritizes the inputs and valuation techniques used to measure fair value.

The following tables present information about the Plan's assets measured at fair value on a recurring basis at December 31, 2013 and 2012, and the valuation techniques used by the Plan to determine those fair values.

**Level 1** - In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets that the Plan has the ability to access.

**Level 2** - Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

**Level 3** - Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
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In instances whereby inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input that is significant to the valuation. The Plan's assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
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**Assets Measured at Fair Value on a Recurring Basis at December 31, 2013**

|                                               | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Balance at<br>December 31, 2013 |
|-----------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------|
| <b>Assets</b>                                 |                                                                         |                                                     |                                 |
| <b>Master Trust Investments:</b>              |                                                                         |                                                     |                                 |
| Interest bearing cash [1]                     | \$ -                                                                    | \$ 51,512,661                                       | \$ 51,512,661                   |
| U.S. Government securities                    | -                                                                       | 687,552,771                                         | 687,552,771                     |
| Corporate debt instruments                    | -                                                                       | 571,262,863                                         | 571,262,863                     |
| Corporate stocks - primarily U.S.<br>equities | 945,271,397                                                             | -                                                   | 945,271,397                     |
| Collateralized mortgage obligations           | -                                                                       | 427,612                                             | 427,612                         |
| Common/collective trusts:                     |                                                                         |                                                     |                                 |
| Equity [2]                                    | -                                                                       | 293,864,807                                         | 293,864,807                     |
| Fixed income [3]                              | -                                                                       | 3,232,130                                           | 3,232,130                       |
| Registered investment companies -<br>equities | 57,796,321                                                              | 261,933,744                                         | 319,730,065                     |
| Partner/joint venture interests               | 2,884,618                                                               | -                                                   | 2,884,618                       |
|                                               | <u>\$ 1,005,952,336</u>                                                 | <u>\$ 1,869,786,588</u>                             | <u>\$ 2,875,738,924</u>         |

**Assets Measured at Fair Value on a Recurring Basis at December 31, 2012**

|                                               | Quoted Prices in<br>Active Markets for<br>Identical Assets<br>(Level 1) | Significant Other<br>Observable Inputs<br>(Level 2) | Balance at<br>December 31, 2012 |
|-----------------------------------------------|-------------------------------------------------------------------------|-----------------------------------------------------|---------------------------------|
| <b>Assets</b>                                 |                                                                         |                                                     |                                 |
| <b>Master Trust Investments:</b>              |                                                                         |                                                     |                                 |
| Interest bearing cash [1]                     | \$ -                                                                    | \$ 52,909,260                                       | \$ 52,909,260                   |
| U.S. Government securities                    | -                                                                       | 668,502,149                                         | 668,502,149                     |
| Corporate debt instruments                    | -                                                                       | 565,148,691                                         | 565,148,691                     |
| Corporate stocks - primarily U.S.<br>equities | 900,775,160                                                             | -                                                   | 900,775,160                     |
| Collateralized mortgage obligations           | -                                                                       | 2,353,302                                           | 2,353,302                       |
| Common/collective trusts:                     |                                                                         |                                                     |                                 |
| Equity [2]                                    | -                                                                       | 270,378,902                                         | 270,378,902                     |
| Fixed income [3]                              | -                                                                       | 3,298,671                                           | 3,298,671                       |
| Registered investment companies -<br>equities | 66,170,566                                                              | 279,470,544                                         | 345,641,110                     |
|                                               | <u>\$ 966,945,726</u>                                                   | <u>\$ 1,842,061,519</u>                             | <u>\$ 2,809,007,245</u>         |

# **Saint-Gobain Containers, Inc. Retirement Income Plan**

## **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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- [1] Interest bearing cash - Short-term investments are valued at \$1.00/unit, which approximates fair value. Amounts are generally invested in actively-managed common collective trust funds or interest bearing accounts.
- [2] Common collective trust equity investments - This category represents investments in actively-managed common collective trusts that invest primarily in equity securities which may include common stocks, options, and futures.
- [3] Common collective trust fixed income investments - This category represents investments in actively-managed common collective trusts that invest primarily in a variety of fixed income investments which may include corporate bonds, both U.S. and non-U.S. municipal securities, interest rate swaps, options, and futures.

There were no significant redemption restrictions, redemption notification requirements, or unfunded commitments.

The Plan and Trust also hold other assets and liabilities not measured at fair value on a recurring basis including accrued income, unsettled trades, accrued liabilities, payables, and contributions receivable. The fair value of these assets is equal to the carrying amounts in the accompanying financial statements due to the short maturity of such instruments.

#### **4. Plan Transfer**

Effective July 1, 2011, \$655,219,000 was transferred into the Plan from the Saint-Gobain Retirement Income Plan. The remaining assets transferred were determined as a result of a 4044 calculation, and approximately \$76,735,000 was transferred in as of July 2, 2012, of which approximately \$71,407,000 was recorded as a transfer receivable as of December 31, 2011.

#### **5. Funding Policy**

The Company contributes to the Plan at such times and in such amounts as considered necessary so that contributions are sufficient to provide benefits as actuarially calculated under the terms of the Plan. Contributions to the Plan are designed to fund at least the minimum required by ERISA. The Plan met the minimum funding requirements of ERISA for 2013 and 2012.

#### **6. Tax Status**

The Company has applied for a determination letter with the Internal Revenue Service and the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code (IRC).

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the trust and recognize a tax liability (or asset) if the trust has taken an uncertain position that more likely than not would not be sustained upon examination by the IRC. 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. The Plan is subject to routine audits by taxing jurisdictions; however, there are no audits for any tax periods in progress.

#### **7. Plan Termination**

During 2013, the Plan Sponsor was involved in a potential sale to a new sponsor, which closed on April 11, 2014. Related to this sale, the PBGC filed a complaint in Pennsylvania court to involuntarily terminate the Plan; however, the action was dismissed with prejudice in exchange for a \$207,500,000 contribution by the Plan Sponsor on or before the closing date and also an amount set aside to purchase credit default swap contracts related to the debt securities of the purchaser. These actions have all been completed subsequent to year-end and the \$207,500,000 was recorded as a contribution receivable as of December 31, 2013.

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 set forth in the Plan and ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- a. Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under the Plan provisions in effect at any time during the five years preceding Plan termination.
- b. Other vested benefits insured by the Pension Benefit Guaranty Corporation (PBGC) up to the applicable limitations (discussed below).
- c. All other vested benefits (that is, vested benefits not insured by the PBGC).
- d. All nonvested benefits.

## **Saint-Gobain Containers, Inc. Retirement Income Plan**

### **Notes to Financial Statements**

### **Year Ended December 31, 2013 and 2012**

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Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivors' pensions. However, the PBGC does not guarantee all types of benefits under the Plan and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination. However, there is a statutory ceiling on the amount of an individual's monthly benefit that the PBGC guarantees.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at the time, of the Plan's net assets to provide those benefits and may also depend on the level of benefits guaranteed by the PBGC.

#### **8. Risks and Uncertainties**

Investment securities, in general, are exposed to various risks, such as interest rate, market, and credit risk. Due to the level of the risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect the amounts reported in the statement of net assets available for benefits and statement of accumulated plan benefits.

#### **9. Investments in the Trust**

##### **Saint-Gobain Corporation Master Trust**

The Plan is a participant in the Trust. State Street Bank and Trust Company is the Trustee.

The Trust consists of the Saint-Gobain Retirement Income Plan and the Saint-Gobain Containers, Inc. Retirement Income Plan. Subsequent to December 31, 2013, the Saint-Gobain Containers, Inc. Retirement Income Plan transferred out of the Trust due to the divestiture of the Verallia business which closed on April 11, 2014. Related to the transfer, approximately \$1,102.2 million was transferred in May and July 2014 to a new trust and the Saint-Gobain Containers, Inc. Retirement Income Plan will no longer participate in the Saint-Gobain Corporation Master Trust.

The investments of the Plan are held in the Trust by the Trustee.

##### **Derivative Instruments**

The Master Trust is party to certain agreements, which are designed to manage exposures to foreign exchange and interest rate risks. The interest rate and foreign currency instruments are used for the purpose of hedging changes in the fair value of assets that result from interest rate changes and currency fluctuations, or as an efficient substitute for traditional securities. The plan investment policies specifically prohibit the use of derivatives for speculative purposes.

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
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The net assets of the Plan reflect the fair value of the derivative instruments in a loss position as an offset against the fair value of derivative instruments in a gain position. Any gains or losses recognized on derivatives are recognized in current year investment income.

Asset and liability derivatives are included in investments on the statement of net assets.

For the years ended December 31, 2013 and 2012, a net loss of \$(859,338) and a net gain of \$460,808 respectively, attributable to derivative instruments were recognized as investment income in the statement of changes in net assets.

The notional amount represents the contract amount, not the amount at risk. The notional amount of interest rate instruments was \$(0.2) million and \$(2.1) million at December 31, 2013 and 2012, respectively. The derivatives settle in cash on a daily basis, based on daily market fluctuations. As such, they have no fair value at December 31, 2013 and 2012, respectively.

The investment managers, on behalf of the Master Trust, manage its foreign currency and interest rate counterparty credit risks by limiting exposure to and by monitoring the financial condition of each counterparty. In the unlikely event that a counterparty fails to meet the terms of a foreign currency or an interest rate instrument, the Master Trust's risk is limited to the fair value of the instrument.

# Saint-Gobain Containers, Inc. Retirement Income Plan

## Notes to Financial Statements

### Year Ended December 31, 2013 and 2012

#### Statement of Net Assets Available for Benefits

|                                                  | December 31,            |                         |
|--------------------------------------------------|-------------------------|-------------------------|
|                                                  | 2013                    | 2012                    |
| <b>Assets:</b>                                   |                         |                         |
| Investments, at fair value:                      |                         |                         |
| Interest bearing cash                            | \$ 51,512,661           | \$ 52,909,260           |
| U.S. Government securities                       | 687,552,771             | 668,502,149             |
| Corporate debt instruments - preferred           | 289,018,403             | 300,380,075             |
| Corporate debt instruments - all other           | 282,244,460             | 264,768,616             |
| Corporate stocks - common                        | 941,928,923             | 898,991,171             |
| Corporate stocks - preferred                     | 3,342,474               | 1,783,989               |
| Collateralized mortgage obligation - residential | -                       | 1,902,559               |
| Collateralized mortgage obligation - commercial  | 427,612                 | 450,743                 |
| Common/collective trusts                         | 297,096,937             | 273,677,573             |
| Registered investment companies                  | 319,730,065             | 345,641,110             |
|                                                  | <u>2,872,854,306</u>    | <u>2,809,007,245</u>    |
| Investment, at estimated fair value:             |                         |                         |
| Partner/joint venture interests                  | 2,884,618               | -                       |
|                                                  | <u>2,884,618</u>        | <u>-</u>                |
| <b>Total investments</b>                         | <b>2,875,738,924</b>    | <b>2,809,007,245</b>    |
| Cash                                             | 652,036                 | 774,744                 |
| Receivables:                                     |                         |                         |
| Accrued interest and dividends                   | 10,392,940              | 9,693,205               |
| Securities sold                                  | 3,432,640               | 2,568,548               |
| Foreign exchange                                 | 2,788,409               | 1,768,143               |
| Tax refunds                                      | 432,323                 | 339,136                 |
| Other receivables                                | 29,820                  | 299                     |
|                                                  | <u>17,076,132</u>       | <u>14,369,331</u>       |
| <b>Total receivables</b>                         | <b>17,076,132</b>       | <b>14,369,331</b>       |
| <b>Total assets</b>                              | <b>2,893,467,092</b>    | <b>2,824,151,320</b>    |
| <b>Liabilities:</b>                              |                         |                         |
| Payable for securities purchased                 | 10,422,996              | 8,051,123               |
| Foreign exchange                                 | 2,791,035               | 1,752,811               |
| Interest payable                                 | -                       | 153,851                 |
|                                                  | <u>13,214,031</u>       | <u>9,957,785</u>        |
| <b>Total liabilities</b>                         | <b>13,214,031</b>       | <b>9,957,785</b>        |
| <b>Net assets available for benefits</b>         | <b>\$ 2,880,253,061</b> | <b>\$ 2,814,193,535</b> |

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
**Notes to Financial Statements**  
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The Trust's investments (including gains and losses on investments bought and sold) appreciated in value by \$116,868,760 and \$305,863,971 during the years ended December 31, 2013 and 2012, respectively, as follows:

|                                                      | <b>Year Ended<br/>December 31,<br/>2013</b> | <b>Period Ended<br/>December 31,<br/>2012</b> |
|------------------------------------------------------|---------------------------------------------|-----------------------------------------------|
| U.S. Government securities                           | \$ (143,767,197)                            | \$ 33,406,885                                 |
| Corporate debt instruments - preferred               | (29,964,414)                                | 25,562,129                                    |
| Corporate debt instruments - all other               | (29,474,360)                                | 17,294,751                                    |
| Corporate stocks - common                            | 246,456,576                                 | 124,348,489                                   |
| Corporate stocks - preferred                         | 659,201                                     | 779,661                                       |
| Partner/joint venture interests                      | 1,036,751                                   | 136,315                                       |
| Collateralized mortgage obligations -<br>residential | (2,559)                                     | 19,384                                        |
| Collateralized mortgage obligations -<br>commercial  | (23,132)                                    | 28,583                                        |
| Common/collective trusts                             | 56,419,365                                  | 45,529,239                                    |
| Registered investment companies                      | 15,528,529                                  | 58,758,535                                    |
|                                                      | <u>116,868,760</u>                          | <u>305,863,971</u>                            |
| Dividends                                            | <u>60,376,402</u>                           | <u>108,068,787</u>                            |
|                                                      | <u><u>\$ 177,245,162</u></u>                | <u><u>\$ 413,932,758</u></u>                  |

At December 31, 2013 and 2012, the Plan owned 29.5% and 30.4% of the fair market value of the Trust's net assets, respectively.

**10. Unaudited Financial Information**

The following information, certified by the Trustee as of and for the years ended December 31, 2013 and 2012, was relied upon in the preparation of the financial statements:

**Information Provided by State Street Bank and Trust Company**

1. Trust assets at December 31, 2013 and 2012 (Note 9)
2. Trust investment activity for the years ended December 31, 2013 and 2012 (Note 9)
3. The allocation of Trust assets and activity as of and for the years ended December 31, 2013 and 2012 amongst the Plans participating in the Master Trust

**Saint-Gobain Containers, Inc. Retirement Income Plan**  
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As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA, no auditing procedures were performed with respect to the information certified by the Trustee other than comparison with information contained in the financial statements.

**11. Related Party Transactions**

Certain Trust investments, such as interest bearing cash, common/collective trusts, and registered investment companies are managed by the Trustee. Transactions in these investments, therefore, qualify as party-in-interest transactions which are exempt from the prohibited transaction rules of ERISA.