Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

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

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

OMB Nos. 1210-0110
1210-0089

2013

This Form is Open to Public Inspection

Part I Annual Report Identification Information

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

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

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

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

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

Part II Basic Plan Information—enter all requested information

1a Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

1b Three-digit plan number (PN) ▶ 002

1c Effective date of plan 01/01/1974

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

DIAMOND PACKAGING, INC.

111 COMMERCE DRIVE
ROCHESTER, NY 14692

2b Employer Identification Number (EIN)
16-0408340

2c Sponsor's telephone number
585-334-8038

2d Business code (see instructions)
322100

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	KEITH B ROBINSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2014	KEITH B ROBINSON
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Preparer's telephone number (optional)

3a Plan administrator's name and address [X] Same as Plan Sponsor Name [ ] Same as Plan Sponsor Address	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:	**4b** EIN	
a Sponsor's name	**4c** PN	

5	Total number of participants at the beginning of the plan year	**5**	269
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	226
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	51
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	277
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	277
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	232
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	10
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

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

9a Plan funding arrangement (check all that apply)		**9b** Plan benefit arrangement (check all that apply)	
(1) [X]	Insurance	**(1)** [X]	Insurance
(2) [ ]	Code section 412(e)(3) insurance contracts	**(2)** [ ]	Code section 412(e)(3) insurance contracts
(3) [X]	Trust	**(3)** [X]	Trust
(4) [ ]	General assets of the sponsor	**(4)** [ ]	General assets of the sponsor

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

a Pension Schedules

(1) [X] **R** (Retirement Plan Information)

(2) [ ] **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary

(3) [ ] **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1) [X] **H** (Financial Information)

(2) [ ] **I** (Financial Information – Small Plan)

(3) [X] 1 **A** (Insurance Information)

(4) [X] **C** (Service Provider Information)

(5) [X] **D** (DFE/Participating Plan Information)

(6) [ ] **G** (Financial Transaction Schedules)

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

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

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
16-0408340

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

1 Coverage Information:

(a) Name of insurance carrier

ING LIFE INSURANCE & ANNUITY CO.

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	ZH9232	277	01/01/2013	12/31/2013

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

(a) Total amount of commissions paid	(b) Total amount of fees paid
41949	0

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

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

CONCEPCION JEFFREY A
STE 100 30575 BAINBRIDGE RD
SOLON, OH 44139

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
41949			3

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end	4	4135847
5	Current value of plan's interest under this contract in separate accounts at year end	5	11035645

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

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

Specify nature of costs ▶

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

(3) ☐ other (specify) ▶

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

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

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

(3) ☐ guaranteed investment (4) ☒ other ▶ GROUP PENSION FUNDING

b	Balance at the end of the previous year			7b	3737990
c	Additions: (1) Contributions deposited during the year	7c(1)	149286		
	(2) Dividends and credits	7c(2)			
	(3) Interest credited during the year	7c(3)	115203		
	(4) Transferred from separate account	7c(4)	215137		
	(5) Other (specify below)	7c(5)	71435		
	▶ *				
	(6)Total additions			7c(6)	551061
d	Total of balance and additions (add lines **7b** and **7c(6)**).			7d	4289051
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	203555		
	(2) Administration charge made by carrier	7e(2)	1414		
	(3) Transferred to separate account	7e(3)			
	(4) Other (specify below)	7e(4)	105956		
	▶ *				
	(5) Total deductions			7e(5)	310925
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	3978126

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

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

Specify nature of costs ▶

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2013** **This Form is Open to Public Inspection.**

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

A Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
16-0408340

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

ING LIFE INSURANCE AND ANNUITY COMP

71-0294708

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

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

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

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

ING LIFE INSURANCE AND ANNUITY CO.

71-0294708

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
64	SERVICE PROVIDER	5300	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [ ] No [X]

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

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

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

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

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

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

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

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

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

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

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

Part I Service Provider Information (continued)

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
16-0408340

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

a Name of MTIA, CCT, PSA, or 103-12 IE: VARIABLE ANNUITY ACCOUNT D

b Name of sponsor of entity listed in (a): ING LIFE INSURANCE AND ANNUITY COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
71-0294708-000	P	11035645

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

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

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

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection

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

A Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
16-0408340

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	482126	574748
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	9404260	11035645
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	3737990	3978126
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	13624376	15588519
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	13624376	15588519

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	183889	
	(B) Participants	2a(1)(B)	640701	
	(C) Others (including rollovers)	2a(1)(C)	17612	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		842202
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	15691	
	(F) Other	2b(1)(F)	115203	
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		130894
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		2133120
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		2342
d Total income. Add all **income** amounts in column (b) and enter total	2d		3108558
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1131622	
(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)		1131622
f Corrective distributions (see instructions)	2f		7493
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	5300	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		5300
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1144415
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		1964143
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) [X] Disclaimer (4) [ ] Adverse

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

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

(1) Name: BONADIO & CO., LLP (2) EIN: 16-1131146

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

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

Part IV Compliance Questions

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

During the plan year:

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

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

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

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

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

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

Part V Trust Information (optional)

6a Name of trust	**6b** Trust's EIN

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

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

OMB No. 1210-0110

2013

This Form is Open to Public Inspection.

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

A Name of plan
DIAMOND PAPER BOX COMPANY, INC. SECTION 401K PLAN

B Three-digit plan number (PN) ▶ 002

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

D Employer Identification Number (EIN)
16-0408340

Part I Distributions

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

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

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

EIN(s): 71-0294708

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

---

a Name of contributing employer

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

DIAMOND PAPER BOX COMPANY, INC.
PROFIT-SHARING PLAN

Financial Statements
as of December 31, 2013 and 2012
Together with
Independent Auditor's Report

Bonadio & Co., LLP
Certified Public Accountants

Bonadio & Co., LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

July 28, 2014

To the Participants and Plan Administrator of the
Diamond Paper Box Company, Inc. Profit-Sharing Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Diamond Paper Box Company, Inc. Profit-Sharing Plan (The Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company (ING), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

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

171 Sully's Trail, Suite 201
Pittsford, New York 14534
p (585) 381-1000
f (585) 381-3131

www.bonadio.com

(Continued)

INDEPENDENT AUDITOR'S REPORT
(Continued)

Other Matter
The supplemental schedule of assets (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

Bonadio & Co., LLP

DIAMOND PAPER BOX COMPANY, INC. PROFIT-SHARING PLAN

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

	2013	2012
INVESTMENTS, at fair value:		
Pooled separate accounts	$ 11,035,645	$ 9,404,260
Guaranteed investment contract	4,135,847	4,041,639
Total investments	15,171,492	13,445,899
NOTES RECEIVABLE FROM PARTICIPANTS	574,748	482,126
RECEIVABLES:		
Participant contributions	5,946	6,895
Employer matching contributions	2,029	2,254
Employer profit-sharing contribution	22,000	-
Total receivables	29,975	9,149
NET ASSETS AVAILABLE FOR BENEFITS AT FAIR VALUE	15,776,215	13,937,174
ADJUSTMENT FROM FAIR VALUE TO CONTRACT VALUE FOR FULLY BENEFIT-RESPONSIVE INVESTMENT CONTRACTS	(157,721)	(303,649)
NET ASSETS AVAILABLE FOR BENEFITS	$ 15,618,494	$ 13,633,525

The accompanying notes are an integral part of these statements.

DIAMOND PAPER BOX COMPANY, INC. PROFIT-SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2013 AND 2012

	2013	2012
ADDITIONS:		
Investment income -		
Net appreciation in fair value of investments	$ 2,133,120	$ 1,273,386
Interest and dividends	115,203	106,852
Total investment income	2,248,323	1,380,238
Interest income on notes receivable from participants	15,691	19,543
Contributions -		
Participant	639,752	689,903
Employer matching	183,664	207,264
Employer profit-sharing (net of forfeitures)	22,000	-
Rollover	17,612	73,104
Total contributions	863,028	970,271
Total additions	3,127,042	2,370,052
DEDUCTIONS:		
Benefit payments	(1,138,759)	(1,315,449)
Administrative expenses	(3,314)	(4,120)
Total deductions	(1,142,073)	(1,319,569)
CHANGE IN NET ASSETS AVAILABLE FOR BENEFITS	1,984,969	1,050,483
NET ASSETS AVAILABLE FOR BENEFITS - beginning of year	13,633,525	12,583,042
NET ASSETS AVAILABLE FOR BENEFITS - end of year	$ 15,618,494	$ 13,633,525

The accompanying notes are an integral part of these statements.

1. DESCRIPTION OF PLAN

The following description of the Diamond Paper Box Company, Inc. Profit-Sharing Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution retirement plan containing both profit-sharing and 401(k) components. Unless otherwise indicated, the Plan provisions are the same for both components. The Plan covers substantially all of the employees of Diamond Paper Box Company, Inc. (the Company) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Administration

The Company is the administrator of the Plan. The Chief Executive Officer and Chief Financial Advisor of the Company serve as the trustees of the Plan. The custodian of the Plan is ING Life Insurance and Annuity Company (ING). The Company pays a portion of the Plan's administrative expenses.

Eligibility

Employees are eligible to participate in the employee contribution and employer match portions of the 401(k) component of the Plan upon completion of thirty days of continuous service. Participants are eligible for profit-sharing contributions upon completion of one year of service and attainment of age eighteen.

Contributions

Participants may make tax deferred contributions to the Plan, subject to certain limitations under the terms of the Plan and the Internal Revenue Code (IRC). The Company may elect to make matching contributions equal to 55% of each participant's contribution, up to a maximum of 4% of his or her compensation. The Company may also elect to make profit-sharing contributions on a discretionary basis. The Company has elected to make a discretionary profit sharing contribution of $75,000 for 2013, to be made in 2014. There was no profit sharing contribution during 2012.

The Company will contribute $22,000 of the 2013 profit sharing contribution, with the remaining balance being funded by forfeiture amounts contained within the Plan.

Participant Accounts

Each participant's account is credited with his or her contributions, Company matching contributions and actual earnings (losses) thereon. Profit-sharing contributions, profit-sharing earnings (losses), plan expenses and forfeitures of non-vested account balances are allocated to each participant's account based on his or her compensation or account balance. Benefit payments are deducted directly from each participant's account.

Vesting

Participants are immediately vested in their contributions and Company matching contributions and actual earnings and losses thereon. Profit-sharing contributions vest 20% per year beginning upon completion of one year of service. Participants are fully vested upon completion of six years of service.

1. DESCRIPTION OF PLAN (Continued)

Benefit Payments
Upon termination of service, a participant may elect to receive his or her vested account balance as a lump-sum payment or a direct rollover into an individual retirement account or another qualified retirement plan.

In-Service Withdrawals
Participants may elect disbursement of all or part of their vested account balance upon the attainment of age 59 ½. Participants may also withdraw any of their rollover contribution balance at any time.

Hardship Withdrawals
Hardship withdrawals from the Plan are permitted from elective deferral accounts. All hardship withdrawals must comply with specific rules relating to hardships, which are uniformly applicable to all participants.

Notes Receivable from Participants
Participants may borrow up to the lesser of $50,000 or one-half of their vested account balance. Unless used to purchase a principal residence, participant loans are generally repaid over a period not to exceed five years. Participant loans bear interest at the prime rate on the date of the loan.

Forfeitures
At December 31, 2013 and 2012, forfeited nonvested accounts totaled $14,312 and $14,160, respectively. Forfeitures available totaled $179,517 and $154,480 at December 31, 2013 and 2012, respectively. These amounts can be used to first pay administrative expenses and then to reduce future employer contributions.

Plan Termination
While the Company has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in a fully benefit responsive investment contract. The statement of net assets available for benefits presents the fair value of the investment in the fully benefit responsive investment contract as well as any required adjustment of the investment in the fully benefit responsive investment contract from fair value to contract value relating to the investment contract. The statement of changes in net assets available for benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Investment Valuation and Income Recognition
The Plan's investments are reported at fair value. Pooled separate accounts are valued based on the underlying fund's daily performance plus any applicable dividend income less the daily separate account charge. The Plan's investment in its guaranteed investment contract is stated at fair value as reported by ING. Dividend income is recorded on the ex-dividend date. The net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses on the Plan's investments.

Fair Value Measurements
FASB Accounting Standards Code 820 (ASC 820) establishes a hierarchy for information and valuations used in measuring fair value that is broken down into three levels based on reliability. Level 1 valuations are based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 valuations are based on inputs, other than quoted prices included within Level 1 that are observable, either directly or indirectly. Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

Risks and Uncertainties
Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the accompanying financial statements.

Benefit Payments
Benefit payments are recorded when paid.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. CERTIFIED INVESTMENT INFORMATION

The following information was certified by ING, the custodian, and is included in the accompanying financial statements and supplemental schedules at December 31:

	2013	2012
Investments, at fair value	$ 15,171,492	$ 13,445,899
Investment income	$ 2,248,323	$ 1,380,238
Schedule of Assets (Held at End of Year)	Schedule I	

3. INVESTMENT INFORMATION (Continued)

The following investments represented 5% or more of the Plan's net assets available for benefits at December 31, 2013 or 2012, or both:

	2013	2012
ING Fixed Account	$ 4,135,847	$ 4,041,639
ING Troweprice CapApp Port-Svc	1,888,125	1,481,995
ING Core Growth and Income Port Srv	1,647,347	1,281,518
ING JPMorgan SmCap Core Eq PtS	1,339,069	1,088,192
Columbia Diversified Eqty Inc Fnd K	1,293,473	1,047,655
American Funds Europacific R3	842,287	668,534
ING VP Intemdte Bnd PrtCl I	680,061	719,762
	11,826,209	10,329,295
Other investments, individually less than 5%	3,345,283	3,116,604
	$ 15,171,492	$ 13,445,899

For the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought, sold and held during the period) appreciated (depreciated) in value as follows:

	2013	2012
Pooled separate accounts	$ 2,133,120	$ 1,273,386

4. FAIR VALUE MEASUREMENTS

The Plan's assets at fair value, within the fair value hierarchy, are as follows:

December 31, 2013	Level 1	Level 2	Level 3	Total
Guaranteed investment contract	$ -	$ 4,135,847	$ -	$ 4,135,847
Pooled separate accounts:				
Blend	-	6,424,110	-	6,424,110
Growth	-	2,017,723	-	2,017,723
Value	-	1,535,342	-	1,535,342
Fixed income	-	1,058,470	-	1,058,470
	-	11,035,645	-	11,035,645
	$ -	$ 15,171,492	$ -	$ 15,171,492

4. FAIR VALUE MEASUREMENTS (Continued)

December 31, 2012	Level 1	Level 2	Level 3	Total
Guaranteed investment contract	$ -	$ 4,041,639	$ -	$ 4,041,639
Pooled separate accounts:				
Blend	-	5,182,763	-	5,182,763
Growth	-	1,888,722	-	1,888,722
Value	-	1,295,412	-	1,295,412
Fixed income	-	1,037,363	-	1,037,363
	-	9,404,260	-	9,404,260
	$ -	$ 13,445,899	$ -	$ 13,445,899

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2013 and 2012.

Pooled separate accounts: valued at Accumulation Unit Value (AUV). AUV represents the underlying Fund's daily performance, plus any applicable dividend income, less the daily Separate Account charge. The investment strategies of the pooled separate account funds are to invest in underlying funds with the goal of producing favorable long-term returns and growth, depending on the overall fund objectives. There are no restrictions on redemption of the pooled separate accounts. There are no unfunded commitments.

Guaranteed investment contract: valued at fair value based on the contract value and the adjusted values which would have been applied had a market value adjustment or contract surrender charge been deducted as of the last day of the Plan year.

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

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has entered into an investment contract with ING under a guaranteed general account contract, which is generally benefit-responsive. ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The contract is included in the financial statements at fair value as reported to the Plan by ING. Contract value represents contributions made, plus investment income, less funds used to pay retirement benefits and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rate, were both approximately 3.0% at both 2013 and 2012. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3.0%. Such interest rates are reviewed twice per year for resetting. Also, there are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value.

6. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are invested in shares of mutual funds and general accounts managed by ING and, therefore, transactions involving these securities qualify as party-in-interest transactions. In addition, transactions involving notes receivable from participant loans qualify as party-in-interest transactions.

7. INCOME TAX STATUS

The Plan obtained its latest determination letter on March 25, 2003, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving that determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

For employee benefit plans, their tax-qualified status itself is deemed to be an uncertainty, since events could potentially occur to jeopardize their tax-qualified status. As of December 31, 2013 and 2012, the Plan did not have a liability for unrecognized tax benefits. The Plan files the Annual Return/Report of Employee Benefit Plan (Form 5500) in the U.S. federal jurisdiction. The Plan is no longer subject to U.S. federal informational tax examinations by tax authorities for years before 2010.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$ 15,618,494	$ 13,633,525
Less: Contributions receivable per the financial statements	(29,975)	(9,149)
Net assets available for benefits per Form 5500	$ 15,588,519	$ 13,624,376

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to changes in net assets available for benefits per Form 5500 at December 31:

	2013	2012
Change in net assets available for benefits per the financial statements	$ 1,984,969	$ 1,050,483
Add: Prior year receivable per financial statements	9,149	38,102
Less: Prior year payable per financial statements	-	(3,028)
Less: Current year receivable per financial statements	(29,975)	(9,149)
Change in net assets available for benefits per Form 5500	$ 1,964,143	$ 1,076,408

9. SUBSEQUENT EVENTS

Subsequent events have been evaluated through July 28, 2014, which is the date the financial statements were available to be issued.

DIAMOND PAPER BOX COMPANY, INC. PROFIT-SHARING PLAN

EMPLOYER IDENTIFICATION NUMBER 16-0408340
PLAN #002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost**	(e) Current Value
	GUARANTEED INVESTMENT CONTRACT:			
*	ING Fixed Account	Guaranteed investment contract		$ 4,135,847
	POOLED SEPARATE ACCOUNTS:			
*	ING Troweprice CapApp Port-Svc	91839 Shares		1,888,125
*	ING Core Growth and Income Port Srv	106588 Shares		1,647,347
*	ING JPMorgan SmCap Core Eq PtS	63202 Shares		1,339,069
	Columbia Diversified Eqty Inc Fnd K	100257 Shares		1,293,473
	American Funds Europacific R3	39433 Shares		842,287
*	ING VP Intemdte Bnd PrtCl I	45885 Shares		680,061
*	ING Solution 2025 Port-ADV	42686 Shares		654,705
	American Funds Growth Fnd R3	21757 Shares		453,331
*	ING US Stock Index Port	14925 Shares		277,870
	CRM Mid Cap Value Fund	14948 Shares		259,639
	AmFds Nw Pr R3	9407 Shares		212,736
*	ING Solution 2035 Port-ADV	13067 Shares		209,786
*	ING Pimco High Yield Port-S	10826 Shares		201,904
	Franklin Small Cap Val Secfd-D	8162 Shares		187,785
*	ING MonMkt Fd HldAcc Cl A	11190 Shares		129,722
	Templeton Global Bond Fund R	9224 Shares		108,257
*	ING Solution 2045 Port-ADV	5658 Shares		93,171
*	ING Global Resources Port-Svc	6610 Shares		88,043
*	ING Money Market Port-Cl I	7744 Shares		85,938
	Pimco Tl Rtn F-R	5734 Shares		68,248
	Columbia Mid Cap Val FD-A	3238 Shares		54,084
*	ING Solution Income Port-ADV	3220 Shares		46,633
*	ING Solution 2015 Port-ADV	3039 Shares		44,587
	Ivy Asset Strgy Fnd Cls Y	2627 Shares		43,150
	Wanger USA Fund	1807 Shares		40,985
*	ING Solution 2055 Port-ADV	2453 Shares		37,357
	Black Rock Global Alloc Fnd R	2636 Shares		35,097
	Wanger Select	554 Shares		12,255
				11,035,645
	NOTES RECEIVABLE FROM PARTICIPANTS:			
*	Various Participants	Interest rates ranging from 3.25% to 5.25%, various maturity dates		574,748
				$ 15,746,240

* Denotes party-in-interest
** Cost omitted as all investments are participant-directed.

The accompanying notes are an integral part of this schedule.

Attachment to 2013 Form 5500
Schedule H, line 4i - Schedule of Assets
(Held at End of Year)
Diamond Paper Box Company, Inc. Section 401(k)
Plan
EIN#16-0408340
Plan#002
As Of December 31, 2013

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(d)Cost	(e) Current Value
	American Funds EuroPacific R3	Registered Investment Company		$842,287
	American Funds Growth Fnd R3	Registered Investment Company		$453,331
	American Funds Nw Prspctv R3	Registered Investment Company		$212,736
	BlkRck Global Alloc Fnd R	Registered Investment Company		$35,097
	Columbia Divr Eqty Inc Fnd K	Registered Investment Company		$1,293,473
	Columbia Mid Cap Value Fund A	Registered Investment Company		$54,084
	CRM Mid Cap Value Fund Inv	Registered Investment Company		$259,638
	Franklin Sm Cap Value Fnd 2	Registered Investment Company		$187,785
*	ING Fixed Account	Insurance Company General Account		$3,978,126
*	ING Global Resources Port Srv	Registered Investment Company		$88,043
*	ING Grth and Incm PrtCl S	Registered Investment Company		$1,647,347
*	ING High Yield Portfolio Srv	Registered Investment Company		$201,904
*	ING Intermediate Bond Prt I	Registered Investment Company		$680,061
*	ING JPM SmCp Cr Eq Port Srv	Registered Investment Company		$1,339,069
*	ING Mny Mkt Fd A	Registered Investment Company		$129,722
*	ING Money Market Portfolio I	Registered Investment Company		$85,937
*	ING Solution 2015 Port Adv	Registered Investment Company		$44,587
*	ING Solution 2025 Port Adv	Registered Investment Company		$654,705
*	ING Solution 2035 Port Adv	Registered Investment Company		$209,786
*	ING Solution 2045 Port Adv	Registered Investment Company		$93,171
*	ING Solution 2055 Port Adv	Registered Investment Company		$37,357
*	ING Solution Inc Port Adv	Registered Investment Company		$46,633
*	ING TRwPr Cap Apprec Port Srv	Registered Investment Company		$1,888,125
*	ING US Stock Index Port Ins	Registered Investment Company		$277,870
	Ivy Asset Strgy Fnd Cls Y	Registered Investment Company		$43,150
	PIMCO Tl Rtn F - R	Registered Investment Company		$68,248
	Templeton Global Bond Fund R	Registered Investment Company		$108,256
	Wanger Select	Registered Investment Company		$12,255
	Wanger USA	Registered Investment Company		$40,985
		Participant Loans - Rates 3.25% to 5.00%		$574,748
	TOTAL			$15,588,519

* denotes party-in-interest
Column (d) is not required as the Plan's investments are totally participant directed.

DIAMOND PAPER BOX COMPANY, INC.
PROFIT-SHARING PLAN

Financial Statements
as of December 31, 2013 and 2012
Together with
Independent Auditor's Report

Bonadio & Co., LLP
Certified Public Accountants

Bonadio & Co., LLP
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

July 28, 2014

To the Participants and Plan Administrator of the
Diamond Paper Box Company, Inc. Profit-Sharing Plan:

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Diamond Paper Box Company, Inc. Profit-Sharing Plan (The Plan), which comprise the statements of net assets available for benefits as of December 31, 2013 and 2012, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by ING Life Insurance and Annuity Company (ING), the custodian of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the years ended December 31, 2013 and 2012, that the information provided to the plan administrator by the custodian is complete and accurate.

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

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(Continued)

INDEPENDENT AUDITOR'S REPORT
(Continued)

Other Matter
The supplemental schedule of assets (held at end of year), is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

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

Bonadio & Co., LLP

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The Company will contribute $22,000 of the 2013 profit sharing contribution, with the remaining balance being funded by forfeiture amounts contained within the Plan.

Participant Accounts

Each participant's account is credited with his or her contributions, Company matching contributions and actual earnings (losses) thereon. Profit-sharing contributions, profit-sharing earnings (losses), plan expenses and forfeitures of non-vested account balances are allocated to each participant's account based on his or her compensation or account balance. Benefit payments are deducted directly from each participant's account.

Vesting

Participants are immediately vested in their contributions and Company matching contributions and actual earnings and losses thereon. Profit-sharing contributions vest 20% per year beginning upon completion of one year of service. Participants are fully vested upon completion of six years of service.

1. DESCRIPTION OF PLAN (Continued)

Benefit Payments
Upon termination of service, a participant may elect to receive his or her vested account balance as a lump-sum payment or a direct rollover into an individual retirement account or another qualified retirement plan.

In-Service Withdrawals
Participants may elect disbursement of all or part of their vested account balance upon the attainment of age 59 ½. Participants may also withdraw any of their rollover contribution balance at any time.

Hardship Withdrawals
Hardship withdrawals from the Plan are permitted from elective deferral accounts. All hardship withdrawals must comply with specific rules relating to hardships, which are uniformly applicable to all participants.

Notes Receivable from Participants
Participants may borrow up to the lesser of $50,000 or one-half of their vested account balance. Unless used to purchase a principal residence, participant loans are generally repaid over a period not to exceed five years. Participant loans bear interest at the prime rate on the date of the loan.

Forfeitures
At December 31, 2013 and 2012, forfeited nonvested accounts totaled $14,312 and $14,160, respectively. Forfeitures available totaled $179,517 and $154,480 at December 31, 2013 and 2012, respectively. These amounts can be used to first pay administrative expenses and then to reduce future employer contributions.

Plan Termination
While the Company has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting
The accompanying financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America.

Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Plan invests in a fully benefit responsive investment contract. The statement of net assets available for benefits presents the fair value of the investment in the fully benefit responsive investment contract as well as any required adjustment of the investment in the fully benefit responsive investment contract from fair value to contract value relating to the investment contract. The statement of changes in net assets available for benefits is prepared on a contract value basis.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

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

Investment Valuation and Income Recognition
The Plan's investments are reported at fair value. Pooled separate accounts are valued based on the underlying fund's daily performance plus any applicable dividend income less the daily separate account charge. The Plan's investment in its guaranteed investment contract is stated at fair value as reported by ING. Dividend income is recorded on the ex-dividend date. The net appreciation (depreciation) in the fair value of investments consists of both realized and unrealized gains and losses on the Plan's investments.

Fair Value Measurements
FASB Accounting Standards Code 820 (ASC 820) establishes a hierarchy for information and valuations used in measuring fair value that is broken down into three levels based on reliability. Level 1 valuations are based on quoted prices in active markets for identical assets or liabilities that the Company has the ability to access. Level 2 valuations are based on inputs, other than quoted prices included within Level 1 that are observable, either directly or indirectly. Level 3 valuations are based on information that is unobservable and significant to the overall fair value measurement.

Risks and Uncertainties
Investment securities are exposed to various risks, such as interest rate, market and credit risk. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the accompanying financial statements.

Benefit Payments
Benefit payments are recorded when paid.

Estimates
The preparation of financial statements in conformity with generally accepted accounting principles requires the Plan Administrator to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

3. CERTIFIED INVESTMENT INFORMATION

The following information was certified by ING, the custodian, and is included in the accompanying financial statements and supplemental schedules at December 31:

	2013	2012
Investments, at fair value	$ 15,171,492	$ 13,445,899
Investment income	$ 2,248,323	$ 1,380,238
Schedule of Assets (Held at End of Year)	Schedule I	

3. INVESTMENT INFORMATION (Continued)

The following investments represented 5% or more of the Plan's net assets available for benefits at December 31, 2013 or 2012, or both:

	2013	2012
ING Fixed Account	$ 4,135,847	$ 4,041,639
ING Troweprice CapApp Port-Svc	1,888,125	1,481,995
ING Core Growth and Income Port Srv	1,647,347	1,281,518
ING JPMorgan SmCap Core Eq PtS	1,339,069	1,088,192
Columbia Diversified Eqty Inc Fnd K	1,293,473	1,047,655
American Funds Europacific R3	842,287	668,534
ING VP Intemdte Bnd PrtCl I	680,061	719,762
	11,826,209	10,329,295
Other investments, individually less than 5%	3,345,283	3,116,604
	$ 15,171,492	$ 13,445,899

For the years ended December 31, 2013 and 2012, the Plan's investments (including investments bought, sold and held during the period) appreciated (depreciated) in value as follows:

	2013	2012
Pooled separate accounts	$ 2,133,120	$ 1,273,386

4. FAIR VALUE MEASUREMENTS

The Plan's assets at fair value, within the fair value hierarchy, are as follows:

December 31, 2013	Level 1	Level 2	Level 3	Total
Guaranteed investment contract	$ -	$ 4,135,847	$ -	$ 4,135,847
Pooled separate accounts:				
Blend	-	6,424,110	-	6,424,110
Growth	-	2,017,723	-	2,017,723
Value	-	1,535,342	-	1,535,342
Fixed income	-	1,058,470	-	1,058,470
	-	11,035,645	-	11,035,645
	$ -	$ 15,171,492	$ -	$ 15,171,492

4. FAIR VALUE MEASUREMENTS (Continued)

December 31, 2012	Level 1	Level 2	Level 3	Total
Guaranteed investment contract	$ -	$ 4,041,639	$ -	$ 4,041,639
Pooled separate accounts:				
Blend	-	5,182,763	-	5,182,763
Growth	-	1,888,722	-	1,888,722
Value	-	1,295,412	-	1,295,412
Fixed income	-	1,037,363	-	1,037,363
	-	9,404,260	-	9,404,260
	$ -	$ 13,445,899	$ -	$ 13,445,899

The asset's or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodology used for assets measured at fair value. There have been no changes in the methodology used at December 31, 2013 and 2012.

Pooled separate accounts: valued at Accumulation Unit Value (AUV). AUV represents the underlying Fund's daily performance, plus any applicable dividend income, less the daily Separate Account charge. The investment strategies of the pooled separate account funds are to invest in underlying funds with the goal of producing favorable long-term returns and growth, depending on the overall fund objectives. There are no restrictions on redemption of the pooled separate accounts. There are no unfunded commitments.

Guaranteed investment contract: valued at fair value based on the contract value and the adjusted values which would have been applied had a market value adjustment or contract surrender charge been deducted as of the last day of the Plan year.

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

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY

The Plan has entered into an investment contract with ING under a guaranteed general account contract, which is generally benefit-responsive. ING maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses.

5. INVESTMENT CONTRACT WITH INSURANCE COMPANY (Continued)

The contract is included in the financial statements at fair value as reported to the Plan by ING. Contract value represents contributions made, plus investment income, less funds used to pay retirement benefits and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investments at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. The average yield and crediting interest rate, were both approximately 3.0% at both 2013 and 2012. The crediting interest rate is based on a formula agreed upon with the issuer, but may not be less than 3.0%. Such interest rates are reviewed twice per year for resetting. Also, there are not any events that allow the issuer to terminate the contract and which require the plan sponsor to settle at an amount different than contract value.

6. PARTY-IN-INTEREST TRANSACTIONS

Certain Plan assets are invested in shares of mutual funds and general accounts managed by ING and, therefore, transactions involving these securities qualify as party-in-interest transactions. In addition, transactions involving notes receivable from participant loans qualify as party-in-interest transactions.

7. INCOME TAX STATUS

The Plan obtained its latest determination letter on March 25, 2003, in which the Internal Revenue Service stated that the Plan and related trust, as then designed, were in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving that determination letter. However, the Plan Administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with applicable requirements of the Code. Therefore, no provision for income taxes has been included in the Plan's financial statements.

For employee benefit plans, their tax-qualified status itself is deemed to be an uncertainty, since events could potentially occur to jeopardize their tax-qualified status. As of December 31, 2013 and 2012, the Plan did not have a liability for unrecognized tax benefits. The Plan files the Annual Return/Report of Employee Benefit Plan (Form 5500) in the U.S. federal jurisdiction. The Plan is no longer subject to U.S. federal informational tax examinations by tax authorities for years before 2010.

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

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

	2013	2012
Net assets available for benefits per the financial statements	$ 15,618,494	$ 13,633,525
Less: Contributions receivable per the financial statements	(29,975)	(9,149)
Net assets available for benefits per Form 5500	$ 15,588,519	$ 13,624,376

8. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (Continued)

The following is a reconciliation of changes in net assets available for benefits per the financial statements to changes in net assets available for benefits per Form 5500 at December 31:

	2013	2012
Change in net assets available for benefits per the financial statements	$ 1,984,969	$ 1,050,483
Add: Prior year receivable per financial statements	9,149	38,102
Less: Prior year payable per financial statements	-	(3,028)
Less: Current year receivable per financial statements	(29,975)	(9,149)
Change in net assets available for benefits per Form 5500	$ 1,964,143	$ 1,076,408

9. SUBSEQUENT EVENTS

Subsequent events have been evaluated through July 28, 2014, which is the date the financial statements were available to be issued.

DIAMOND PAPER BOX COMPANY, INC. PROFIT-SHARING PLAN

EMPLOYER IDENTIFICATION NUMBER 16-0408340
PLAN #002
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2013

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment	(d) Cost**	(e) Current Value
	GUARANTEED INVESTMENT CONTRACT:			
*	ING Fixed Account	Guaranteed investment contract		$ 4,135,847
	POOLED SEPARATE ACCOUNTS:			
*	ING Troweprice CapApp Port-Svc	91839 Shares		1,888,125
*	ING Core Growth and Income Port Srv	106588 Shares		1,647,347
*	ING JPMorgan SmCap Core Eq PtS	63202 Shares		1,339,069
	Columbia Diversified Eqty Inc Fnd K	100257 Shares		1,293,473
	American Funds Europacific R3	39433 Shares		842,287
*	ING VP Intemdte Bnd PrtCl I	45885 Shares		680,061
*	ING Solution 2025 Port-ADV	42686 Shares		654,705
	American Funds Growth Fnd R3	21757 Shares		453,331
*	ING US Stock Index Port	14925 Shares		277,870
	CRM Mid Cap Value Fund	14948 Shares		259,639
	AmFds Nw Pr R3	9407 Shares		212,736
*	ING Solution 2035 Port-ADV	13067 Shares		209,786
*	ING Pimco High Yield Port-S	10826 Shares		201,904
	Franklin Small Cap Val Secfd-D	8162 Shares		187,785
*	ING MonMkt Fd HldAcc Cl A	11190 Shares		129,722
	Templeton Global Bond Fund R	9224 Shares		108,257
*	ING Solution 2045 Port-ADV	5658 Shares		93,171
*	ING Global Resources Port-Svc	6610 Shares		88,043
*	ING Money Market Port-Cl I	7744 Shares		85,938
	Pimco Tl Rtn F-R	5734 Shares		68,248
	Columbia Mid Cap Val FD-A	3238 Shares		54,084
*	ING Solution Income Port-ADV	3220 Shares		46,633
*	ING Solution 2015 Port-ADV	3039 Shares		44,587
	Ivy Asset Strgy Fnd Cls Y	2627 Shares		43,150
	Wanger USA Fund	1807 Shares		40,985
*	ING Solution 2055 Port-ADV	2453 Shares		37,357
	Black Rock Global Alloc Fnd R	2636 Shares		35,097
	Wanger Select	554 Shares		12,255
				11,035,645
	NOTES RECEIVABLE FROM PARTICIPANTS:			
*	Various Participants	Interest rates ranging from 3.25% to 5.25%, various maturity dates		574,748
				$ 15,746,240

* Denotes party-in-interest
** Cost omitted as all investments are participant-directed.

The accompanying notes are an integral part of this schedule.