

|                                                                                                                                                                                                       |                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                         |
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| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br><br>This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
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| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                           |
| For calendar plan year 2013 or fiscal plan year beginning <u>05/01/2013</u> and ending <u>04/30/2014</u> |                                                                                                                                                                                                                                           |
| A This return/report is for:                                                                             | <input type="checkbox"/> a multiemployer plan; <input type="checkbox"/> a multiple-employer plan; or<br><input checked="" type="checkbox"/> a single-employer plan; <input type="checkbox"/> a DFE (specify) ____                         |
| B This return/report is:                                                                                 | <input type="checkbox"/> the first return/report; <input type="checkbox"/> the final return/report;<br><input type="checkbox"/> an amended return/report; <input type="checkbox"/> a short plan year return/report (less than 12 months). |
| C If the plan is a collectively-bargained plan, check here. . . . .                                      | <input type="checkbox"/>                                                                                                                                                                                                                  |
| D Check box if filing under:                                                                             | <input checked="" type="checkbox"/> Form 5558; <input type="checkbox"/> automatic extension; <input type="checkbox"/> the DFVC program;<br><input type="checkbox"/> special extension (enter description)                                 |

|                                                                                                                                                                                                                    |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|-------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                     | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                         |                                                                     |                                                             |                                                             |  |
| <b>1a</b> Name of plan<br><u>THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN</u>                                                                                                                            | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>023</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>05/01/1985</u></td> </tr> </table>                        | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>023</u>                                                  | <b>1c</b> Effective date of plan<br><u>05/01/1985</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                           | <u>023</u>                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                             |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>05/01/1985</u>                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2a</b> Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan)<br><br><u>THE NEWARK GROUP, INC.</u><br><br><u>20 JACKSON DRIVE</u><br><u>CRANFORD, NJ 07016</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>22-2884844</u></td> </tr> <tr> <td><b>2c</b> Sponsor's telephone number<br/><u>908-276-4000</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>322100</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>22-2884844</u> | <b>2c</b> Sponsor's telephone number<br><u>908-276-4000</u> | <b>2d</b> Business code (see instructions)<br><u>322100</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>22-2884844</u>                                                                                                                                                |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2c</b> Sponsor's telephone number<br><u>908-276-4000</u>                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>322100</u>                                                                                                                                                        |                                                                                                                                                                                                                                                                                                                                        |                                                                     |                                                             |                                                             |  |

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

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

|                                                                                                            |                                                   |            |                                                              |
|------------------------------------------------------------------------------------------------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b>                                                                                           | Filed with authorized/valid electronic signature. | 02/11/2015 | GREGG KAM                                                    |
|                                                                                                            | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b>                                                                                           | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
|                                                                                                            | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |
| Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional) |                                                   |            | Preparer's telephone number (optional)                       |

|                                                                                                                                                                                                                                                                                                                                                                                                                            |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor Name <input type="checkbox"/> Same as Plan Sponsor Address                                                                                                                                                                                                                                                        |  | <b>3b</b> Administrator's EIN                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |     |
| <b>4</b> If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:<br><b>a</b> Sponsor's name                                                                                                                                                                                                          |  | <b>3c</b> Administrator's telephone number<br><br><b>4b</b> EIN<br><b>4c</b> PN                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                    |  | <b>5</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | 182 |
| <b>6</b> Number of participants as of the end of the plan year (welfare plans complete only lines <b>6a</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).                                                                                                                                                                                                                                                                     |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
| <b>a</b> Active participants .....                                                                                                                                                                                                                                                                                                                                                                                         |  | <b>6a</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 87  |
| <b>b</b> Retired or separated participants receiving benefits .....                                                                                                                                                                                                                                                                                                                                                        |  | <b>6b</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 58  |
| <b>c</b> Other retired or separated participants entitled to future benefits .....                                                                                                                                                                                                                                                                                                                                         |  | <b>6c</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 30  |
| <b>d</b> Subtotal. Add lines <b>6a</b> , <b>6b</b> , and <b>6c</b> .....                                                                                                                                                                                                                                                                                                                                                   |  | <b>6d</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 175 |
| <b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits .....                                                                                                                                                                                                                                                                                                                 |  | <b>6e</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 0   |
| <b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....                                                                                                                                                                                                                                                                                                                                                                    |  | <b>6f</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 175 |
| <b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....                                                                                                                                                                                                                                                                            |  | <b>6g</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 175 |
| <b>h</b> Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested .....                                                                                                                                                                                                                                                                                |  | <b>6h</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | 0   |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                       |  | <b>7</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |     |
| <b>8a</b> If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:<br>2E 2O 3H                                                                                                                                                                                                                                                   |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
| <b>b</b> If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:                                                                                                                                                                                                                                                                |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
| <b>9a</b> Plan funding arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                              |  | <b>9b</b> Plan benefit arrangement (check all that apply)<br>(1) <input type="checkbox"/> Insurance<br>(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br>(3) <input checked="" type="checkbox"/> Trust<br>(4) <input type="checkbox"/> General assets of the sponsor                                                                                                                                                                                                              |     |
| <b>10</b> Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)                                                                                                                                                                                                                                                          |  |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |     |
| <b>a Pension Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>R</b> (Retirement Plan Information)<br><br>(2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary<br><br>(3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary |  | <b>b General Schedules</b><br>(1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)<br>(2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)<br>(3) <input type="checkbox"/> <u>0</u> <b>A</b> (Insurance Information)<br>(4) <input type="checkbox"/> <b>C</b> (Service Provider Information)<br>(5) <input type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)<br>(6) <input checked="" type="checkbox"/> <b>G</b> (Financial Transaction Schedules) |     |

|                                                                                                                                                                               |                                                                                                                                                                                                                                                                                            |                                                                                                 |
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| <div>SCHEDULE G<br/>(Form 5500)<br/><br/>Department of Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration</div> | <div>Financial Transaction Schedules</div> <div>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).</div> <div>► File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2013</div> <div>This Form is Open to Public Inspection.</div> |
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|                                                                                            |  |                                                      |
|--------------------------------------------------------------------------------------------|--|------------------------------------------------------|
| For calendar plan year 2013 or fiscal plan year beginning 05/01/2013 and ending 04/30/2014 |  |                                                      |
| A Name of plan<br>THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN                   |  | B Three-digit plan number (PN) ► 023                 |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>THE NEWARK GROUP, INC.           |  | D Employer Identification Number (EIN)<br>22-2884844 |

|        |                                                                                                                                                                                                                                                                                                                                                                      |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Part I | <b>Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible</b><br>Complete as many entries as needed to report all loans or fixed income obligations in default or classified as uncollectible. Check box (a) if obligor is known to be a party in interest. Attach Overdue Loan Explanation for each loan listed. See Instructions. |
|--------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

|                          |                                     |                                                                                                                                                                                                                      |
|--------------------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)                      | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                     |                                                                                                                                                                                                                      |

|                             | Amount received during reporting year |              |                                   | Amount overdue |              |
|-----------------------------|---------------------------------------|--------------|-----------------------------------|----------------|--------------|
| (d) Original amount of loan | (e) Principal                         | (f) Interest | (g) Unpaid balance at end of year | (h) Principal  | (i) Interest |
|                             |                                       |              |                                   |                |              |

|                          |                                     |                                                                                                                                                                                                                      |
|--------------------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)                      | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                     |                                                                                                                                                                                                                      |

|                             | Amount received during reporting year |              |                                   | Amount overdue |              |
|-----------------------------|---------------------------------------|--------------|-----------------------------------|----------------|--------------|
| (d) Original amount of loan | (e) Principal                         | (f) Interest | (g) Unpaid balance at end of year | (h) Principal  | (i) Interest |
|                             |                                       |              |                                   |                |              |

|                          |                                     |                                                                                                                                                                                                                      |
|--------------------------|-------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (a)                      | (b) Identity and address of obligor | (c) Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                     |                                                                                                                                                                                                                      |

|                             | Amount received during reporting year |              |                                   | Amount overdue |              |
|-----------------------------|---------------------------------------|--------------|-----------------------------------|----------------|--------------|
| (d) Original amount of loan | (e) Principal                         | (f) Interest | (g) Unpaid balance at end of year | (h) Principal  | (i) Interest |
|                             |                                       |              |                                   |                |              |

|                          |                                            |                                                                                                                                                                                                                             |
|--------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(a)</b>               | <b>(b)</b> Identity and address of obligor | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                            |                                                                                                                                                                                                                             |

|                                    | Amount received during reporting year |                     |                                          | Amount overdue       |                     |
|------------------------------------|---------------------------------------|---------------------|------------------------------------------|----------------------|---------------------|
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                  | <b>(f)</b> Interest | <b>(g)</b> Unpaid balance at end of year | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                       |                     |                                          |                      |                     |

|                          |                                            |                                                                                                                                                                                                                             |
|--------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(a)</b>               | <b>(b)</b> Identity and address of obligor | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                            |                                                                                                                                                                                                                             |

|                                    | Amount received during reporting year |                     |                                          | Amount overdue       |                     |
|------------------------------------|---------------------------------------|---------------------|------------------------------------------|----------------------|---------------------|
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                  | <b>(f)</b> Interest | <b>(g)</b> Unpaid balance at end of year | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                       |                     |                                          |                      |                     |

|                          |                                            |                                                                                                                                                                                                                             |
|--------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(a)</b>               | <b>(b)</b> Identity and address of obligor | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                            |                                                                                                                                                                                                                             |

|                                    | Amount received during reporting year |                     |                                          | Amount overdue       |                     |
|------------------------------------|---------------------------------------|---------------------|------------------------------------------|----------------------|---------------------|
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                  | <b>(f)</b> Interest | <b>(g)</b> Unpaid balance at end of year | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                       |                     |                                          |                      |                     |

|                          |                                            |                                                                                                                                                                                                                             |
|--------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(a)</b>               | <b>(b)</b> Identity and address of obligor | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                            |                                                                                                                                                                                                                             |

|                                    | Amount received during reporting year |                     |                                          | Amount overdue       |                     |
|------------------------------------|---------------------------------------|---------------------|------------------------------------------|----------------------|---------------------|
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                  | <b>(f)</b> Interest | <b>(g)</b> Unpaid balance at end of year | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                       |                     |                                          |                      |                     |

|                          |                                            |                                                                                                                                                                                                                             |
|--------------------------|--------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>(a)</b>               | <b>(b)</b> Identity and address of obligor | <b>(c)</b> Detailed description of loan including dates of making and maturity, interest rate, the type and value of collateral, any renegotiation of the loan and the terms of the renegotiation, and other material items |
| <input type="checkbox"/> |                                            |                                                                                                                                                                                                                             |

|                                    | Amount received during reporting year |                     |                                          | Amount overdue       |                     |
|------------------------------------|---------------------------------------|---------------------|------------------------------------------|----------------------|---------------------|
| <b>(d)</b> Original amount of loan | <b>(e)</b> Principal                  | <b>(f)</b> Interest | <b>(g)</b> Unpaid balance at end of year | <b>(h)</b> Principal | <b>(i)</b> Interest |
|                                    |                                       |                     |                                          |                      |                     |

**Part II Schedule of Leases in Default or Classified as Uncollectible**

Complete as many entries as needed to report all leases in default or classified as uncollectible. Check box (a) if lessor or lessee is known to be a party in interest. Attach Overdue Lease Explanation for each lease listed. (See instructions)

| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
|--------------------------|------------------------------------|---------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------------|--|
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (a)                      | (b) Identity of lessor/lessee      | (c) Relationship to plan, employer, employee organization, or other party-in-interest | (d) Terms and description (type of property, location and date it was purchased, terms regarding rent, taxes, insurance, repairs, expenses, renewal options, date property was leased) |                  |                       |  |
| <input type="checkbox"/> |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |
| (e) Original cost        | (f) Current value at time of lease | (g) Gross rental receipts during the plan year                                        | (h) Expenses paid during the plan year                                                                                                                                                 | (i) Net receipts | (j) Amount in arrears |  |
|                          |                                    |                                                                                       |                                                                                                                                                                                        |                  |                       |  |

**Part III Nonexempt Transactions**

Complete as many entries as needed to report all nonexempt transactions. **Caution:** If a nonexempt prohibited transaction occurred with respect to a disqualified person, file Form 5330 with the IRS to pay the excise tax on the transaction.

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
| THE NEWARK GROUP, INC.                | EMPLOYER                                                              | SEE ATTACHMENT                                                                                                     |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

  

|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
|---------------------------------------|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------|-----------------------------------|---------------------------------------------------|
| <b>(a)</b> Identity of party involved | <b>(b)</b> Relationship to plan, employer, or other party-in-interest | <b>(c)</b> Description of transaction including maturity date, rate of interest, collateral, par or maturity value |                          |                                   | <b>(d)</b> Purchase price                         |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |
| <b>(e)</b> Selling price              | <b>(f)</b> Lease rental                                               | <b>(g)</b> Transaction expenses                                                                                    | <b>(h)</b> Cost of asset | <b>(i)</b> Current value of asset | <b>(j)</b> Net gain (or loss) on each transaction |
|                                       |                                                                       |                                                                                                                    |                          |                                   |                                                   |

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection</b> |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|

|                                                                                                          |                                                                        |            |
|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------|
| For calendar plan year 2013 or fiscal plan year beginning <u>05/01/2013</u> and ending <u>04/30/2014</u> |                                                                        |            |
| <b>A</b> Name of plan<br><u>THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN</u>                   | <b>B</b> Three-digit plan number (PN) ►                                | <u>023</u> |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>THE NEWARK GROUP, INC.</u>           | <b>D</b> Employer Identification Number (EIN)<br><br><u>22-2884844</u> |            |

| Part I                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | Asset and Liability Statement |                              |                        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|------------------------------|------------------------|
| <b>1</b> Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. <b>Round off amounts to the nearest dollar.</b> MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions. |                               |                              |                        |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>Assets</b>                 | <b>(a) Beginning of Year</b> | <b>(b) End of Year</b> |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>                     | 0                            | 114794                 |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                               |                              |                        |
| <b>(1)</b> Employer contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1b(1)</b>                  |                              |                        |
| <b>(2)</b> Participant contributions .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1b(2)</b>                  |                              |                        |
| <b>(3)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(3)</b>                  | 175000                       | 0                      |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                              |                        |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(1)</b>                  |                              |                        |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>                  |                              |                        |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                               |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b>               |                              |                        |
| <b>(B)</b> All other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(B)</b>               |                              |                        |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                               |                              |                        |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b>               |                              |                        |
| <b>(B)</b> Common .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(4)(B)</b>               |                              |                        |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>                  |                              |                        |
| <b>(6)</b> Real estate (other than employer real property) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(6)</b>                  |                              |                        |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>                  |                              |                        |
| <b>(8)</b> Participant loans .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(8)</b>                  |                              |                        |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>                  |                              |                        |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>                 |                              |                        |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>                 |                              |                        |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(12)</b>                 |                              |                        |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(13)</b>                 |                              |                        |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | <b>1c(14)</b>                 |                              |                        |
| <b>(15)</b> Other .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(15)</b>                 |                              |                        |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 895126                | 897857          |
| (2) Employer real property .....                                     | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 1070126               | 1012651         |

**Liabilities**

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

**Net Assets**

|                                                           |           |         |         |
|-----------------------------------------------------------|-----------|---------|---------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 1070126 | 1012651 |
|-----------------------------------------------------------|-----------|---------|---------|

**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 Contributions:**

|                                                                                                            |                 | (a) Amount | (b) Total |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 202765     |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> |            |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 202765    |

**b Earnings on investments:****(1) Interest:**

|                                                                                                      |                 |  |   |
|------------------------------------------------------------------------------------------------------|-----------------|--|---|
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) ..... | <b>2b(1)(A)</b> |  |   |
| <b>(B)</b> U.S. Government securities .....                                                          | <b>2b(1)(B)</b> |  |   |
| <b>(C)</b> Corporate debt instruments .....                                                          | <b>2b(1)(C)</b> |  |   |
| <b>(D)</b> Loans (other than to participants) .....                                                  | <b>2b(1)(D)</b> |  |   |
| <b>(E)</b> Participant loans .....                                                                   | <b>2b(1)(E)</b> |  |   |
| <b>(F)</b> Other .....                                                                               | <b>2b(1)(F)</b> |  |   |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                        | <b>2b(1)(G)</b> |  | 0 |

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (2) Dividends: <b>(A)</b> Preferred stock .....                                           | <b>2b(2)(A)</b> |  |   |
| <b>(B)</b> Common stock .....                                                             | <b>2b(2)(B)</b> |  |   |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                 | <b>2b(2)(C)</b> |  |   |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> ..... | <b>2b(2)(D)</b> |  | 0 |

|                 |              |  |  |
|-----------------|--------------|--|--|
| (3) Rents ..... | <b>2b(3)</b> |  |  |
|-----------------|--------------|--|--|

|                                                                                           |                 |  |   |
|-------------------------------------------------------------------------------------------|-----------------|--|---|
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                | <b>2b(4)(A)</b> |  |   |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                             | <b>2b(4)(B)</b> |  |   |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result ..... | <b>2b(4)(C)</b> |  | 0 |

|                                                                                                       |                 |      |      |
|-------------------------------------------------------------------------------------------------------|-----------------|------|------|
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                    | <b>2b(5)(A)</b> |      |      |
| <b>(B)</b> Other .....                                                                                | <b>2b(5)(B)</b> | 2731 |      |
| <b>(C)</b> Total unrealized appreciation of assets.<br>Add lines <b>2b(5)(A)</b> and <b>(B)</b> ..... | <b>2b(5)(C)</b> |      | 2731 |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            |           |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            |           |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            |           |
| c Other income .....                                                                            | 2c     |            |           |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 205496    |

**Expenses**

|                                                                                      |       |        |        |
|--------------------------------------------------------------------------------------|-------|--------|--------|
| e Benefit payment and payments to provide benefits:                                  |       |        |        |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 262971 |        |
| (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) |        | 262971 |
| f Corrective distributions (see instructions) .....                                  | 2f    |        |        |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |        |        |
| h Interest expense .....                                                             | 2h    |        |        |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) |        |        |
| (2) Contract administrator fees .....                                                | 2i(2) |        |        |
| (3) Investment advisory and management fees .....                                    | 2i(3) |        |        |
| (4) Other .....                                                                      | 2i(4) |        |        |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |        | 0      |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |        | 262971 |

**Net Income and Reconciliation**

|                                                          |       |  |        |
|----------------------------------------------------------|-------|--|--------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | -57475 |
| l Transfers of assets:                                   |       |  |        |
| (1) To this plan .....                                   | 2l(1) |  |        |
| (2) From this plan .....                                 | 2l(2) |  |        |

**Part III Accountant's Opinion**

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

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

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

**b** Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☐ Yes ☒ No

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

(1) Name: EISNERAMPER LLP

(2) EIN: 13-1639826

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

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

**Part IV Compliance Questions**

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

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.) .....
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) .....

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

|                                                                                                                                                                                                                               | Yes | No | Amount  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) .....                                          |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) .....                               |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond? .....                                                                                                                                                                      | X   |    | 4000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? .....                                                                                       |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                                    |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? .....                                          |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) .....                                                                | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.) ..... |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? .....                                                           |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan? .....                                                                                                                                            | X   |    | 5136    |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) .....                                                                                                  |     | X  |         |
| <b>n</b> If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. ....                                      |     |    |         |

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

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

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

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

## Part V Trust Information (optional)

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

|                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                            |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE R</b><br><b>(Form 5500)</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security Administration<br><br>Pension Benefit Guaranty Corporation | <b>Retirement Plan Information</b><br><br>This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).<br><br>▶ <b>File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2013</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2013 or fiscal plan year beginning 05/01/2013 and ending 04/30/2014

|                                                                                                |                                                                    |
|------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|
| <b>A</b> Name of plan<br><u>THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN</u>         | <b>B</b> Three-digit plan number (PN) ▶<br><u>023</u>              |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><u>THE NEWARK GROUP, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>22-2884844</u> |

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

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

|                                                                                                                                                                                                                                                                    |          |              |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------|
| <b>1</b> Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....                                                                                                                              | <b>1</b> | <u>11886</u> |
| <b>2</b> Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):<br><br>EIN(s): <u>22-2884844</u> |          |              |
| <b>Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.</b>                                                                                                                                                                                            |          |              |
| <b>3</b> Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....                                                                                                                                    | <b>3</b> |              |

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

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

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

|                                                                                                                                                                                                                            |                                   |                                   |                               |                             |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|
| <b>9</b> If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... | <input type="checkbox"/> Increase | <input type="checkbox"/> Decrease | <input type="checkbox"/> Both | <input type="checkbox"/> No |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------|-----------------------------------|-------------------------------|-----------------------------|

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

|                                                                                                                                                                                             |                                         |                                        |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|----------------------------------------|
| <b>10</b> Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? .....                                                     | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| <b>11 a</b> Does the ESOP hold any preferred stock? .....                                                                                                                                   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| <b>b</b> If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... | <input type="checkbox"/> Yes            | <input type="checkbox"/> No            |
| <b>12</b> Does the ESOP hold any stock that is not readily tradable on an established securities market?.....                                                                               | <input checked="" type="checkbox"/> Yes | <input type="checkbox"/> No            |

**Part V Additional Information for Multiemployer Defined Benefit Pension Plans**

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

**a** Name of contributing employer

**b** EIN

**c** Dollar amount contributed by employer

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

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

(1) Contribution rate (in dollars and cents) \_\_\_\_\_

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

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

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

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

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

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

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

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

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

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

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

**a** Enter the percentage of plan assets held as:  
 Stock: 0.0% 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): \_\_\_\_\_

***The Newark Group, Inc.***  
***Employees' Stock***  
***Ownership Plan***

*Financial Statements as of April 30, 2014 and  
2013, and for the Year Ended April 30, 2014,  
Supplemental Schedules and Independent  
Auditors' Report*

# THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN

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## **INDEPENDENT AUDITORS' REPORT**

To the Plan Administrator and Participants of  
The Newark Group, Inc. Employees' Stock Ownership Plan

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

We have audited the accompanying financial statements of The Newark Group, Inc. Employees' Stock Ownership Plan (the "Plan"), which comprise the statements of net assets available for benefits as of April 30, 2014 and 2013, and the related statement of changes in net assets available for benefits for the year ended April 30, 2014, 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 our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Plan's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### ***Opinion***

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of April 30, 2014 and 2013, and the changes in net assets available for benefits for the year ended April 30, 2014, in accordance with accounting principles generally accepted in the United States of America.

***Emphasis of Matter***

Subsequent to April 30, 2014, Caraustar Industries, Inc. entered into an agreement to acquire the Company. Although the acquisition is subject to customary closing conditions and required regulatory approvals, it is anticipated that immediately prior to the closing of the transaction the Plan will be terminated by a resolution of the board of directors of the Company, and upon the closing of the transaction, the Plan will receive cash in exchange for its shares and the cash will ultimately be distributed to participants. Our opinion is not modified with respect to this matter.

***Report on Supplemental Information***

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) as of April 30, 2014 and schedule of nonexempt party-in-interest transactions for the year ended April 30, 2014 are presented for the purpose of additional analysis and are not a required part of the financial statements, but are supplemental information required by the U.S. Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Such information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated, in all material respects, in relation to the financial statements as a whole.

*EisnerAmper LLP*

Iselin, New Jersey  
February 6, 2015

**THE NEWARK GROUP, INC.**  
**EMPLOYEES' STOCK OWNERSHIP PLAN**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**  
**AS OF APRIL 30, 2014 AND 2013**

---

|                                                                                                                             | <b>2014</b>             | <b>2013</b>             |
|-----------------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| ASSETS:                                                                                                                     |                         |                         |
| Investments, (327,685 shares in 2014 and 366,855 shares in 2013<br>of common stock of The Newark Group, Inc.) at fair value | \$ 897,857              | \$ 895,126              |
| Non-interest bearing cash                                                                                                   | 114,794                 | -                       |
| Settlement receivable                                                                                                       | <u>-</u>                | <u>175,000</u>          |
| <br>NET ASSETS AVAILABLE FOR BENEFITS                                                                                       | <br><u>\$ 1,012,651</u> | <br><u>\$ 1,070,126</u> |

See accompanying notes to financial statements.

**THE NEWARK GROUP, INC.**  
**EMPLOYEES' STOCK OWNERSHIP PLAN**

**STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**  
**FOR THE YEAR ENDED APRIL 30, 2014**

---

|                                               | <b>2014</b>         |
|-----------------------------------------------|---------------------|
| ADDITIONS TO (DEDUCTIONS FROM):               |                     |
| Net appreciation in fair value of investments | \$ 2,731            |
| Employer Contributions                        | 202,765             |
| Distributions                                 | <u>(262,971)</u>    |
| NET DECREASE                                  | (57,475)            |
| NET ASSETS AVAILABLE FOR BENEFITS:            |                     |
| Beginning of year                             | <u>1,070,126</u>    |
| End of year                                   | <u>\$ 1,012,651</u> |

See accompanying notes to financial statements.

# THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN

## NOTES TO FINANCIAL STATEMENTS AS OF APRIL 30, 2014 AND 2013 AND FOR THE YEAR ENDED APRIL 30, 2014

---

### 1. DESCRIPTION OF PLAN

The following description of The Newark Group, Inc. Employees' Stock Ownership Plan ("ESOP" or the "Plan") is provided for general information purposes only. Participants should refer to the ESOP document for more complete information. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Effective May 1, 1985, The Newark Group, Inc. (the "Company," "Plan Sponsor," and "Employer") adopted the ESOP for the benefit of its non-union salaried employees. The Plan was subsequently amended to exclude new participants after April 30, 1995.

On June 9, 2010, the Company and certain of its domestic subsidiaries filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. 101-1532, as amended in the United States Bankruptcy Court for the District of New Jersey. The Bankruptcy Court confirmed the Company's Plan of Reorganization effective August 16, 2010. The Reorganization Plan provided that existing ESOP shareholders receive 2.0% of equity in the reorganized Company pursuant to the Agreement by and between Grandview Capital Strategies, Inc. (in its capacity as Independent Fiduciary of The Newark Group, Inc. Employee Stock Ownership Plan) and The Newark Group, Inc., which was approved as part of the Reorganization Plan. The 2% of equity in the reorganized Company was valued at approximately \$3,150,000 or \$5.48 per share (stock floor price).

**Contributions**—For Plan years ending prior to May 1, 1996, the Company made contributions to a trust fund under the Plan, in amounts determined by the Board of Directors, for the original acquisition of Company common stock. Virtually all funds received from the Company or otherwise were invested in the common stock of the Company or used to service ESOP debt incurred to acquire shares of Company common stock. Except for contributions to redeem shares of retiring employees, no contributions were made for Plan years commencing after April 30, 1995 and all shares have been allocated to the accounts of Plan participants. Earnings and losses of the Plan's trust continue to be recorded and distributions made pursuant to the terms of the Plan in the ordinary course of Plan operations.

**Participant Vesting and Forfeitures**—The accounts of all participants under the Plan are fully vested.

**Benefit Payments**—Payment of a participant's vested benefit is generally made following a participant's termination of employment, retirement or death. Payments are made in five substantially equal, annual installments in shares of Company common stock. A participant may then exercise his right (a "put right") requiring the Company to purchase the shares allocated to his ESOP account at fair market value. The put right enables the Participant to put all the shares received by him in each installment to the Company, in the year received, subject to certain procedural rules and conditions. Any amount by which the stock floor price exceeds the fair market value per share shall be funded by the Company.

As an alternative to receiving a distribution of shares from the Plan, and exercising his put rights, a Participant may elect to receive cash directly from the ESOP. The cash option also requires payment through five annual installments, and the price per share of the shares redeemed per each installment is

equal to the fair value of the Company common stock as of April 30 of each year immediately preceding the date of each installment but cannot be less than the stock floor price (\$5.48 per share, as per the Reorganization Plan effective August 16, 2010). For purposes of distributions under the Plan, including the exercise of a put right, the determination of the fair market value of the Company's common stock is based upon a methodology that is consistent with that utilized in connection with the valuation of the common stock that was used when the shares were acquired by the ESOP on December 30, 1985 or a similar valuation technique reflecting the basis of the original valuation. The fair market value as of April 30, 2014 and 2013 was \$2.74 and \$2.44 per share, respectively.

During the year ended April 30, 2014, 39,170 shares were distributed to participants, of which 2,169 shares were distributed in stock, and the remainder were put to the Company. The Plan honored these put options on behalf of the Company.

**Voting Rights**—Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of plan participants and beneficiaries.

## **2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Basis of Presentation**—The accompanying financial statements have been prepared on the accrual basis in accordance with accounting principles generally accepted in the United States of America.

**Subsequent Events**— As required by the *Subsequent Events* topic of the FASB Codification, the Plan evaluated subsequent events through February 6, 2015, which is the date the financial statements were available to be issued.

**Use of Estimates**— The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates.

**Expenses**—Administrative expenses of the Plan are paid by the Plan to the extent they are not paid by the Plan Sponsor as provided in the Plan document.

**Payment of Benefits**—Benefit payments to participants are recorded upon distribution.

**Accounting Changes**— On July 8, 2013, the FASB issued ASU No. 2013-09, Deferral of the Effective Date of Certain Disclosures for Nonpublic Employee Benefit Plans in Update No. 2011-04. ASU No. 2013-09 defers indefinitely the effective date of certain required disclosures in Update 2011-04 of quantitative information about the significant unobservable inputs used in Level 3 fair value measurements for investments held by a nonpublic employee benefit plan in its plan sponsor's own nonpublic entity equity securities, including equity securities of its plan sponsor's nonpublic affiliated entities. ASU 2013-09 was effective upon issuance.

### 3. FAIR VALUE MEASUREMENTS

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

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

*Level 2* – Inputs to the valuation methodology include (1) quoted prices for similar assets or liabilities in active markets; (2) quoted prices for identical or similar assets or liabilities in inactive markets; (3) inputs other than quoted prices that are observable for the asset or liability, or (4) inputs that are derived principally from or corroborated by observable market data by correlation or other means. If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

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

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at April 30, 2014 and 2013.

*Common Stock* - As there is no quoted market value for the common stock of the Company, the ESOP’s investment in Company common stock has been recorded at fair value based upon an annual valuation prepared by an independent appraiser, using the market and income approaches. This valuation considered pertinent factors such as historical and projected income and cash flows of the Company, as well as operating statistics, market capitalization, and transactions of comparable companies. As a result of these factors, the fair value of Company common stock was determined to be \$2.74 per share and \$2.44 per share at April 30, 2014 and April 30, 2013, respectively. Common stock is classified as a level 3 investment.

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

The following tables set forth by level, within the fair value hierarchy, the Plan’s investments at fair value as of April 30, 2014 and April 30, 2013:

**Investment Assets at Fair Value as of April 30, 2014**

|                        | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u>   |
|------------------------|----------------|----------------|----------------|----------------|
| <b>COMMON STOCK</b>    |                |                |                |                |
| Common Stock:          |                |                |                |                |
| The Newark Group, Inc. | \$ -           | \$ -           | \$ 897,857     | \$ 897,857     |
| <b>TOTAL</b>           | <u>-</u>       | <u>-</u>       | <u>897,857</u> | <u>897,857</u> |

**Investment Assets at Fair Value as of April 30, 2013**

|                        | <u>Level 1</u> | <u>Level 2</u> | <u>Level 3</u> | <u>Total</u>   |
|------------------------|----------------|----------------|----------------|----------------|
| <b>COMMON STOCK</b>    |                |                |                |                |
| Common Stock:          |                |                |                |                |
| The Newark Group, Inc. | \$ -           | \$ -           | \$ 895,126     | \$ 895,126     |
| <b>TOTAL</b>           | <u>-</u>       | <u>-</u>       | <u>895,126</u> | <u>895,126</u> |

**Level 3 Gains and Losses**

The following table sets forth a summary of changes in the fair value of the Plan's Level 3 assets for the year ended April 30, 2014:

**Level 3 Assets for the Year Ended April 30, 2014**

|                                        | <u>May 1, 2013</u> | <u>Realized/Unrealized Gains<br/>(Losses)</u> | <u>April 30, 2014</u> |
|----------------------------------------|--------------------|-----------------------------------------------|-----------------------|
| The Newark Group, Inc.<br>Common Stock | \$ 895,126         | \$ 2,731                                      | \$ 897,857            |

Gains and losses (realized and unrealized) included in changes in net assets for the period above are reported in net appreciation in fair value of investments in the Statement of Changes in Net Assets Available for Benefits.

**Valuation Processes Used in Level 3 Measurements**

Plan management accumulates the data for the independent appraiser from the audited financial statements of the Company, along with projections of the Company's forecasted financial performance. The independent appraiser prepares a preliminary report which Plan management reviews, discusses and approves. The independent appraiser utilized the three recognized valuation approaches - market, cost and income, with primary weighting being placed on the income approach utilizing the discounted future cash flow method, as well as the market approach considering both private and publicly traded comparable transaction data. Valuation discounts for lack of control (minority interest) and lack of marketability were applied.

## Changes in Fair Value Levels

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the reporting period. For the year ended April 30, 2014, there were no transfers in or out of levels 1, 2 or 3.

## 4. INVESTMENTS

The following presents investments that represent 5% or more of the Plan's net assets at April 30:

| Description                            | 2014       | 2013       |
|----------------------------------------|------------|------------|
| As determined by appraised fair value: |            |            |
| The Newark Group, Inc. common stock:   |            |            |
| Number of shares                       | 327,685    | 366,855    |
| Value per share                        | \$ 2.74    | \$ 2.44    |
| Fair Value                             | \$ 897,857 | \$ 895,126 |

## 5. FEDERAL INCOME TAX STATUS

The Internal Revenue Service ("IRS") informed the Company by letter dated on August 1, 2013, which was issued subject to an amendment executed August 6, 2013, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code ("IRC") including IRC 4975(e) (7). The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC. The determination letter expires January 31, 2015.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the plan has taken an uncertain position that more likely than not would not be sustained upon examination by a government authority. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of April 30, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine examinations by taxing jurisdictions. The plan administrator believes it is no longer subject to income tax examinations for fiscal years prior to 2011. In addition, by letter dated October 26, 2009, the U.S. Department of Labor ("DOL") commenced an investigation of the Plan which was settled by letter dated July 12, 2013 received from the DOL. (See footnote 9).

## 6. RISKS AND UNCERTAINTIES

The Plan invests primarily in Company stock. Company stock is exposed to various risks such as interest rate, market, and credit risks.

## **7. RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS**

Plan investments are shares of Company common stock and, therefore, transactions related to these investments qualify as exempt party-in-interest transactions.

## **8. PLAN TERMINATION**

Although it has not expressed any intention to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

## **9. OTHER MATTER**

By letter dated June 1, 2011, the DOL informed the Company that it believes that several provisions of ERISA may have been violated with respect to the Plan, most specifically regarding the put option policy during the period the Company was insolvent. The Company has since entered into a settlement with the Plan trustees and Independent Fiduciary providing for a \$175,000 payment to the Plan and amending the Plan for revised language with respect to indemnification of plan fiduciaries. The Company recovered \$175,000 from the Company's insurance policy and deposited the funds into the Plan on August 26, 2013. The Company has adopted an amendment to provide a mechanism for the allocation of the settlement to Plan participants. The DOL issued a letter dated July 12, 2013 and agreed to take no further action on this matter.

It is the Company's position that the \$175,000 settlement paid does not constitute a prohibited transaction; however, Form 5330's have been filed on a protective basis as part of its steps to conclude the DOL investigation, showing no amount involved and no applicable excise tax due.

During the year ended April 30, 2014, the Plan distributed \$60,206 relating to this settlement to participants currently receiving distributions. The distribution of \$60,206 is included in the total distribution of \$262,971.

## **10. SUBSEQUENT EVENT**

On June 28, 2014, Caraustar Industries, Inc., entered into an agreement to acquire the Company. The acquisition is subject to customary closing conditions and required regulatory approvals. It is anticipated that immediately prior to the closing of the transaction the Plan will be terminated by a resolution of the board of directors of the Company, and upon the closing of the transaction, the Plan will receive cash in exchange for its shares and the cash will ultimately be distributed to participants.

\* \* \* \* \*

## **SUPPLEMENTAL SCHEDULES**

**THE NEWARK GROUP, INC.  
EMPLOYEES' STOCK OWNERSHIP PLAN**

**PLAN#023**

**EIN: 22-2884844**

**FORM 5500, SCHEDULE H, PART IV, LINE 4I-SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF APRIL 30, 2014**

| (a)                                   | (b, c)<br>Identity of Issue and Description of Assets | Shares  | (d)<br>Cost  | (e)<br>Current<br>Value |
|---------------------------------------|-------------------------------------------------------|---------|--------------|-------------------------|
| * The Newark Group, Inc. common stock |                                                       | 327,685 | \$ 1,795,713 | \$ 897,857              |

\* Exempt party-in-interest

# **THE NEWARK GROUP, INC. EMPLOYEES' STOCK OWNERSHIP PLAN**

**PLAN#023**

**EIN: 22-2884844**

## **FORM 5500, SCHEDULE G, PART III – SCHEDULE OF NONEXEMPT PARTY-IN-INTEREST TRANSACTIONS FOR THE YEAR ENDED APRIL 30, 2014**

| (a)<br>Identity of party involved | (b)<br>Relationship to plan, employer, or other party-in-interest | (c)<br>Description of transaction including maturity date, rate of interest, collateral, par or maturity value | (d)<br>Purchase price | (e)<br>Selling price | (f)<br>Lease rental | (g)<br>Transaction expenses | (h)<br>Cost of asset | (i)<br>Current value of asset | (j)<br>Net gain (or loss) on each transaction |
|-----------------------------------|-------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|-----------------------|----------------------|---------------------|-----------------------------|----------------------|-------------------------------|-----------------------------------------------|
| The Newark Group                  | Employer                                                          | ** See Below                                                                                                   |                       |                      |                     |                             |                      |                               |                                               |

\*\* Payment of \$175,000 was made to The Newark Group, Inc. Employees' Stock Ownership Plan on August 26, 2013 pursuant to a settlement agreement with the U.S. Department of Labor. The Newark Group, Inc. maintains that no prohibited transaction has occurred, however Forms 5330 have been filed on a protective basis, showing no amounts involved and no excise tax due.

**The Newark Group, Inc.**  
**Employees' Stock Ownership Plan**  
**EIN/PN – 22-2884844/023**

**2013 Form 5500**  
**Attachment to Schedule G Part III(c)**

Payment of \$175,000 was made to The Newark Group, Inc. Employees' Stock Ownership Plan pursuant to an agreement with the U.S. Department of Labor. The Newark Group, Inc. maintains that no prohibited transaction has occurred. However, Forms 5330 have been filed on a protective basis showing no amounts involved and no excise tax due.

THE NEWARK GROUP, INC.  
EMPLOYEES' STOCK OWNERSHIP PLAN

PLAN#023  
EIN: 22-2884844

FORM 5500, SCHEDULE H, PART IV, LINE 4I-SCHEDULE OF ASSETS (HELD AT END OF YEAR)  
AS OF APRIL 30, 2014

| (a) | (b, c)<br>Identity of Issue and Description of Assets | Shares  | (d)<br>Cost  | (e)<br>Current Value |
|-----|-------------------------------------------------------|---------|--------------|----------------------|
|     | * The Newark Group, Inc. common stock                 | 327,685 | \$ 1,795,713 | \$ 897,857           |
|     | * Exempt party-in-interest                            |         |              |                      |