

**United States Bankruptcy Court  
District of Delaware**

**Voluntary Petition**

Name of Debtor (if individual, enter Last, First, Middle): <b>Specialty Packaging Holdings, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) <b>91-2107942</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): <b>1100 Garrett Parkway Lewisburg, TN</b>	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code <b>37091</b>	ZIP Code
County of Residence or of the Principal Place of Business: <b>Marshall</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	<b>1100 Garrett Parkway Lewisburg, TN 37091</b>

<b>Type of Debtor</b> (Form of Organization) (Check one box)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other  <b>Tax-Exempt Entity</b> (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding  <b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(B) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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<b>Filing Fee</b> (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b> Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Specialty Packaging Holdings, Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)</b>			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor: See Attachment - Pending Bankruptcy Cases Filed	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align:center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

**Voluntary Petition**

*(This page must be completed and filed in every case)*

Name of Debtor(s):  
Specialty Packaging Holdings, Inc.

**Signatures**

**Signature(s) of Debtor(s) (Individual/Join)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

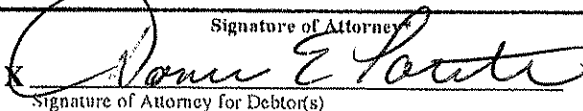
\_\_\_\_\_  
Signature of Debtor

\_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney**



\_\_\_\_\_  
Signature of Attorney for Debtor(s)

Domenic E. Pacitti  
Printed Name of Attorney for Debtor(s)

Klehr Harrison Harvey Branzburg LLP  
Firm Name  
919 Market Street  
Suite 1000  
Wilmington, DE 19801

\_\_\_\_\_  
Address

Email: dpacitti@klehr.com

302) 552-5519 Fax: (302) 426-9193

Telephone Number

1/20/10  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

\_\_\_\_\_  
Signature of Authorized Individual

Lee D. Turner

\_\_\_\_\_  
Printed Name of Authorized Individual

Chief Financial Officer

\_\_\_\_\_  
Title of Authorized Individual

1/20/10  
Date

**Signature of a Foreign Representative**

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

\_\_\_\_\_  
Signature of Foreign Representative

\_\_\_\_\_  
Printed Name of Foreign Representative

\_\_\_\_\_  
Date

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

\_\_\_\_\_  
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

*A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.*

In re: Specialty Packaging Holdings, Inc. Case No. \_\_\_\_\_  
Debtor

## **Form 1. Voluntary Petition**

### **Pending Bankruptcy Cases Filed Attachment**

On the date hereof, each of the affiliated entities listed below (including the Debtor in this Chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware:

- Specialty Packaging Holdings, Inc.
- The Specialty Packaging Group, Inc.
- Cosmetics Specialties, Inc.
- Cosmolab, Inc.
- Cosmetics Specialties East, LLC
- Cosmolab New York, Inc.

**Form 4. LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS ON A CONSOLIDATED BASIS**

United States Bankruptcy Court  
DISTRICT OF DELAWARE

Consolidated  
In re: Specialty Packaging Holdings, Inc., et al.

Case No. \_\_\_\_\_  
Chapter 11

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS  
ON A CONSOLIDATED BASIS**

Following is the list of debtors' creditors holding the 40 largest unsecured claims on a consolidated basis. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claim. The information in the Top 40 List shall not constitute an admission by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or unknown, does not constitute a waiver of the Debtors' right to contest the validity, priority and/or amount of any claim.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
Powers Living Trust c/o Ronald J. and Mary Lou Powers, Trustee 4010 Ischia Drive Oxnard, CA 93035	Powers Living Trust Contact: Ronald J Powers c/o Ronald J. and Mary Lou Powers, Trustee 4010 Ischia Drive Oxnard, CA 93035 Phone: 805-985-9429 Facsimile: E-mail:	Loan		\$1,354,886.00
CHARM COSMETICS #405 CHEONG LIM BLDG. 641-11 DEUNGCHON 1-DONG KANGSEO-KU,SEOUL, KR SEOUL	CHARM COSMETICS Contact: Y.K. Byun #405 CHEONG LIM BLDG. 641-11 DEUNGCHON 1-DONG KANGSEO-KU,SEOUL, KR SEOUL Phone: 82-2-2164-8550 Facsimile: 82-2-2164-8555 E-mail: charm@charmcosmetics.com	Trade		\$444,273.75
YUAN HARNG CO., LTD. 3F/8, NO. 1, WU-CHUAN 1ST RD. HSIN-CHUANG CITY, TAIPEI HSIEN, 242, TW TAIWAN	YUAN HARNG CO., LTD. Contact: Irene Yan 3F/8, NO. 1, WU-CHUAN 1ST RD. HSIN-CHUANG CITY, TAIPEI HSIEN, 242, TW TAIWAN Phone: 886-2-2290-0228 Facsimile: 886-2-2298-4284 E-mail: irene@yuanharn.com	Trade		\$277,719.60

## LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
JIA HSING ENTERPRISE CO.,LTD No. 17 Fu-Gon Rd Fu Shin Shuen Changhua	JIA HSING ENTERPRISE CO.,LTD Contact: Rachel Chiang No. 17 Fu-Gon Rd Fu Shin Shuen Changhua Phone: 886-4-769-3688 Facsimile: 886-4-769-1383/769-4261 E-mail: jiahsing@ms27.hinet.net	Trade		\$244,638.80
TONNIE COSMETICS CO LTD NO 70 GONGYE 2ND ROAD TECHNOLOGY INDUSTRIAL PARK TAINAN CITY, TW 709	TONNIE COSMETICS CO LTD Contact: Stephen Payne NO 70 GONGYE 2ND ROAD TECHNOLOGY INDUSTRIAL PARK TAINAN CITY, TW 709 Phone: 886-6-3842222 Facsimile: 886-6-3842233 E-mail:	Trade		\$208,140.25
JOYCOS.,LTD. 1425-9 4F HYOBONG B/D, SEOCHO-DONG SEOCHO-GU SEOL, KR 99999	JOYCOS.,LTD. Contact: PAUL KIM 1425-9 4F HYOBONG B/D, SEOCHO-DONG SEOCHO-GU SEOL, KR 99999 Phone: 82-2-3472-2366 Facsimile: 82-2-3472-2369 E-mail:	Trade		\$191,341.35
LEDFORD EMPLOYEE EXCHANGE INC. 1280 SOUTH ELLINGTON PKWY LEWISBURG, TN 37091	LEDFORD EMPLOYEE EXCHANGE INC. Contact: Betsye Ledford 1280 SOUTH ELLINGTON PKWY LEWISBURG, TN 37091 Phone: 615-359-6877 Facsimile: (931) 359-1603 E-mail:	Staffing Service		\$169,158.34
CA CEDAR PRODUCTS CO 1340 WEST WASHINGTON ST. STOCKTON, CA 95203	CA CEDAR PRODUCTS CO Contact: Troy White 1340 WEST WASHINGTON ST. STOCKTON, CA 95203 Phone: (209) 944-5800 Facsimile: (209) 944-9072 E-mail:	Trade		\$162,200.85

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
SUPER BRUSH CO.INC. 4275 NORTH PALM STREET FULLERTON, CA 92835	SUPER BRUSH CO.INC. Contact: Ron Boring 4275 NORTH PALM STREET FULLERTON, CA 92835 Phone: (413) 543-1442 Facsimile: (413) 543-1523 E-mail:	Trade		\$155,714.23
ERNST & YOUNG U.S. LLC 55 Ivan Allen Jr. Blvd, Suite 1000 ATLANTA, GA 30308	ERNST & YOUNG U.S. LLC Contact: Paul Hetrick 55 Ivan Allen Jr. Blvd, Suite 1000 ATLANTA, GA 30308 Phone: (404) 874-8300 Facsimile: (404) 817-4301 E-mail:	Accounting Services		\$138,438.00
HSIN YA LTD. RESOURCE SERVICE 75-7 WEN HSIN 1ST ROAD TAICHUNG, TW R.O.C.	HSIN YA LTD. RESOURCE SERVICE Contact: Sean Hsieh 75-7 WEN HSIN 1ST ROAD TAICHUNG, TW R.O.C. Phone: 886-4-2328-7333 Facsimile: 886-4-2328-4382 E-mail:	Trade		\$131,868.00
STAFFMARK, INC. 302 South 7th Street Pulaski, TN 38478	STAFFMARK, INC. Contact: Thomas Jurman 302 South 7th Street Pulaski, TN 38478 Phone: (931) 424-0033 Facsimile: (931) 424-9750 E-mail:	Staffing Service		\$127,762.59
SUN CHEMICAL CORP 5020 SPRING GROVE CINCINNATI, OH 45232	SUN CHEMICAL CORP Contact: Ed Faulkner 5020 SPRING GROVE CINCINNATI, OH 45232 Phone: 800-543-2323 Facsimile: (513) 681-5996 E-mail:	Trade		\$125,024.15

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
ALLSTATES WORLDCARGO, INC. 4 Lakeside Drive E Forked River, NJ 08731	ALLSTATES WORLDCARGO, INC. Contact: Bill White 4 Lakeside Drive E Forked River, NJ 08731 Phone: (609) 693-5950 Facsimile: (609) 693-5550 E-mail:	Trade		\$123,653.64
WORMSER CORPORATION 49 SMITH STREET ENGLEWOOD, NJ 07631	WORMSER CORPORATION Contact: Steve Wormser 49 SMITH STREET ENGLEWOOD, NJ 07631 Phone: 201-627-1000 Facsimile: (201) 627-1001 E-mail:	Trade		\$118,916.43
Powers, Ronald L. 2218 Pebble Beach Trail Oxnard, CA 93036	Powers, Ronald L. Contact: Ronald L Powers 2218 Pebble Beach Trail Oxnard, CA 93036 Phone: 805-340-3641 Facsimile: E-mail:	Loan		\$116,133.00
ALEXANDER, V & CO INC 6555 Quince Rd #201 MEMPHIS, TN 38119	ALEXANDER, V & CO INC Contact: Marc Torrence 6555 Quince Rd #201 MEMPHIS, TN 38119 Phone: (901) 795-7761 Facsimile: (901) 363-1054 E-mail:	Trade		\$115,227.96
DIAMOND PACKAGING 111 COMMERCE DRIVE ROCHESTER, NY 14692	DIAMOND PACKAGING Contact: DENISE SWAN EXT 215 111 COMMERCE DRIVE ROCHESTER, NY 14692 Phone: 585-334-8030 Facsimile: 585-334-8030 E-mail:	Trade		\$108,290.84



**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
WALL-BDA (A MEAD WESTVACO SVC) 501 South 5th Street Richmond, VA 23219	WALL-BDA (A MEAD WESTVACO SVC) Contact: LIDIA.OSOWSKA 501 South 5th Street Richmond, VA 23219 Phone: 48 52 3260137 Facsimile: E-mail: LIDIA.OSOWSKA@MEADWESTVACO.COM	Trade		\$105,601.56
PIONEER PACKAGING, INC 31 WILSON DRIVE SPARTA, NJ 07871	PIONEER PACKAGING, INC Contact: DEBORAH TAYLOR 31 WILSON DRIVE SPARTA, NJ 07871 Phone: 973-300-9300 Facsimile: (973) 300-9377 E-mail:	Trade		\$98,394.44
COMPAX 2854 N. SANTIAGO BLVD SUITE 201 ORANGE, CA 92867	COMPAX Contact: MICHAEL MODJESKI 714-864-1909 2854 N. SANTIAGO BLVD SUITE 201 ORANGE, CA 92867 Phone: 714-996-0464 Facsimile: (801) 983-2205 E-mail:	Trade		\$84,942.14
MARSHALL COUNTY TRUSTEE MARILYN ERVIN 1102 COURTHOUSE ANNEX LEWISBURG, TN 37091	MARSHALL COUNTY TRUSTEE Contact: Marilyn Ervin MARILYN ERVIN 1102 COURTHOUSE ANNEX LEWISBURG, TN 37091 Phone: (931) 359-4800 Facsimile: E-mail: marilyn.ervin@vcourthouse.com	Tax		\$82,247.00

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
MCCOWAT-MERCER PACKAGING, INC P.O. BOX 818 202 RIVERSIDE DR. JACKSON, TN 38302	MCCOWAT-MERCER PACKAGING, INC Contact: JIM BRADY P.O. BOX 818 202 RIVERSIDE DR. JACKSON, TN 38302 Phone: 731-427-3376 Facsimile: (731) 426-7679 E-mail:	Trade		\$79,028.39
Styring, Michael D. and Karen M. 355 A Auwinala Road Kailua, HI 96734	Styring, Michael D. and Karen M. Contact: Karen Styring 355 A Auwinala Road Kailua, HI 96734 Phone: (808) 261-9222 Facsimile: E-mail:	Loan		\$77,422.00
BOMO TRENDLINE KIRCHSTRABE 14 D-78144 TENNENBRONN, 99999	BOMO TRENDLINE Contact: JENS DREIBIG KIRCHSTRABE 14 D-78144 TENNENBRONN, 99999 Phone: 49-7729-92268 Facsimile: 449(0)7729/8539 E-mail:	Trade		\$76,054.62
SELECT STAFFING 300 Esplanade Dr Suite #106 Oxnard, CA 93030	SELECT STAFFING Contact: Oscar Heredia 300 Esplanade Dr Suite #106 Oxnard, CA 93030 Phone: 805-983-6161 Facsimile: 805-983-0986 E-mail: Oscar.Heredia@selectstaffing.com	Staffing Service		\$74,972.47
ORIENA CO., LLC 11 HEMINGWAY DR. DIX HILLS, NY 11746	ORIENA CO., LLC Contact: Tian Wang 11 HEMINGWAY DR. DIX HILLS, NY 11746 Phone: (631) 412-0705 Facsimile: (631) 963-3213 E-mail:	Trade		\$70,000.00

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
LEWISBURG, CITY OF 131 East Church Street LEWISBURG, TN 37091	LEWISBURG, CITY OF Contact: Connie Edde 131 East Church Street LEWISBURG, TN 37091 Phone: (931) 359-1544 Facsimile: (931) 359-7055 E-mail:	Tax		\$69,209.00
LEWISBURG INDUSTRIAL & WELDING 117 3rd Avenue South LEWISBURG, TN 37091	LEWISBURG INDUSTRIAL & WELDING Contact: AL HENDERSON 117 3rd Avenue South LEWISBURG, TN 37091 Phone: (931) 359-4565 Facsimile: (931) 359-9246 E-mail:	Trade		\$65,513.29
CEVA FREIGHT LLC/Eagle Global Logistics 800 Airpark Commerce Dr # 805 Nashville, TN 37217	CEVA FREIGHT LLC/Eagle Global Logistics Contact: Pat Eutsey 800 Airpark Commerce Dr # 805 Nashville, TN 37217 Phone: (615) 232-3500 Facsimile: (615) 232-3501 E-mail:	Trade		\$62,998.20
ANOMATIC CORP 1650 TAMARACK ROAD NEWARK, OH 43055	ANOMATIC CORP Contact: SCOTT RUSCH OR KATHY KEASER 1650 TAMARACK ROAD NEWARK, OH 43055 Phone: 740-788-3225 Facsimile: 740-522-2203 E-mail:	Trade		\$62,674.02
TEIBOW COMPANY LTD. 1-5-1 HATCHOBORI CHUO-KU TOKYO 104 JAPAN, JP 00000	TEIBOW COMPANY LTD. Contact: MITSUNORI YONEZAWA 1-5-1 HATCHOBORI CHUO-KU TOKYO 104 JAPAN, JP 00000 Phone: 81-3-3551-5351 Facsimile: 81-3-3551-5355 E-mail: yonezawa@teibow.co.jp	Trade		\$60,559.45

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
SANFORD LP 551 Springplace Road LEWISBURG, TN 37091	SANFORD LP Contact: Jamey Owen 551 Springplace Road LEWISBURG, TN 37091 Phone: 800-449-5425 Facsimile: 815-233-8639 E-mail:	Trade		\$58,289.18
IH SERVICES, INC. 127 Tanner Road Greenville, SC 29607	IH SERVICES, INC. Contact: Paul Jamison 127 Tanner Road Greenville, SC 29607 Phone: (864) 297-3748 Facsimile: (864) 297-9219 E-mail:	Trade		\$54,452.31
ANISA INTERNATIONAL 55 PEACHTREE PARK DRIVE NE ATLANTA, GA 30309	ANISA INTERNATIONAL Contact: Anniece Pilcher 55 PEACHTREE PARK DRIVE NE ATLANTA, GA 30309 Phone: 404-869-6475 Facsimile: (404) 869-6476 E-mail: tamar@anisa.com	Trade		\$53,090.00
FEDERAL EXPRESS CORP 942 South Shady Grove Road Memphis, TN 38120	FEDERAL EXPRESS CORP Contact: Barbara Moss 942 South Shady Grove Road Memphis, TN 38120 Phone: (800) 622-1147 Facsimile: (800) 548-3020 E-mail:	Trade		\$51,829.00
THORO PACKAGING 1467 DAVRIL CIRCLE CORONA, CA 92880-6957	THORO PACKAGING Contact: Paul Read 1467 DAVRIL CIRCLE CORONA, CA 92880-6957 Phone: (951) 278-2100 Facsimile: (951) 278-2198 E-mail:	Trade		\$51,669.87

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

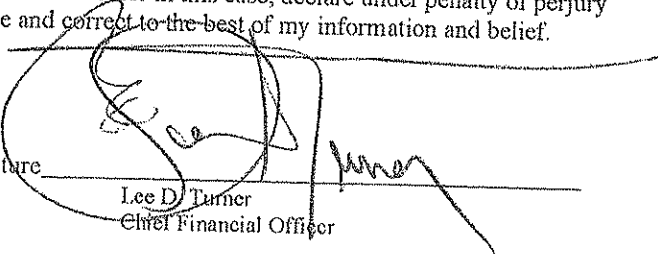
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, or disputed, or subject to setoff	Amount of claim [if secured, also state value of security]
WEBB MASON INC. 1005 East Lane Street Shelbyville, TN 37160	WEBB MASON INC. Contact: G.E. HASKINS 1005 East Lane Street Shelbyville, TN 37160 Phone: 931-684-3874 Facsimile: (931) 684-7847 E-mail: gehaskins@webbmason.com	Trade		50,325.03
GRUPO PAVISA SA DE CV GENERAL AGUSTIN MILAN NO 10 COL SAN ANDRES ATOTO NAUCALPAN MEXICO, 53500	GRUPO PAVISA SA DE CV Contact: RICARDO SANSHEZ BARRON GENERAL AGUSTIN MILAN NO 10 COL SAN ANDRES ATOTO NAUCALPAN MEXICO, 53500 Phone: 5255-5091-7001 Facsimile: 5358-4933 E-mail:	Trade		49,682.66
MULTI PACKAGING SOLUTIONS 75 REMITTANCE DRIVE, STE 3111 CHICAGO, IL 60675-3111	MULTI PACKAGING SOLUTIONS Contact: Jenny Stanke 75 REMITTANCE DRIVE, STE 3111 CHICAGO, IL 60675-3111 Phone: 517-886-2447 Facsimile: (866) 540-0077 E-mail: jenny.stanke@multipkg.com	Trade		49,420.41

**LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**  
(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY  
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporations named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date 1/20/10

Signature   
Lee D. Turner  
Chief Financial Officer

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C. §§ 152 and 3571.*

**CERTIFICATE OF SECRETARY AS TO RESOLUTIONS ADOPTED  
BY THE BOARD OF DIRECTORS OF SPECIALTY PACKAGING  
HOLDINGS, INC. ON JANUARY 15, 2010**

The undersigned, Lee D. Turner, being the duly elected and qualified Secretary of Specialty Packaging Holdings, Inc. (the "Company"), does hereby certify that the board of directors of the Company duly adopted the following resolutions at a telephonic meeting held on January 15, 2010 and that such resolutions have not been repealed or amended and remain in full force and effect:

- Management's recommendation to file a petition for relief under the provisions of chapter 11 of the Bankruptcy Code, in contemplation of an aggressive effort to market the Company and its subsidiaries, is desirable and in the best interest of the Company, its creditors, shareholders, employees and other interested parties and is hereby approved. Management will immediately proceed with the necessary and appropriate action to execute and verify a petition to seek relief under chapter 11 of the Bankruptcy Code and to cause the same to be filed with the United States Bankruptcy Court for the District of Delaware at such time as such officer executing such petition on behalf of the Company shall determine.
- The Chief Restructuring Officer of the Company, or any officer authorized by the Chief Restructuring Officer, and such employees or agents (including counsel) as may be designated by the Company from time to time, are hereby authorized to execute and file all petitions, schedules, lists, statements, applications, pleadings and other papers, to take all action which they may deem necessary or proper in connection with the chapter 11 case, and to retain and employ all assistance by attorneys, crisis managers, accountants and other professionals which is necessary or proper with a view to the successful prosecution of the chapter 11 case.
- The Company is authorized to conclude negotiations on and enter into the debtor-in-possession financing agreement with Bank of America on such terms as officers of the Company deem appropriate under the current facts and circumstances and the officers of the Company or any one of them, and such employees or agents (including counsel) as may be designated by the Company from time to time, are hereby authorized to take all action which they may deem necessary or proper in connection with such debtor-in-possession financing with Bank of America.

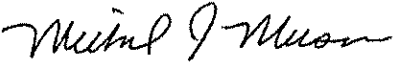
IN WITNESS WHEREOF, the undersigned has executed this certificate as of January 19, 2010.

By: 

Lee D. Turner, Vice President, Treasurer, and  
Secretary of Specialty Packaging Holdings, Inc.

The undersigned, Michael J. Musso, hereby certifies, on behalf of and in his capacity as an officer of the Company, and not individually, that (i) he is the duly elected and qualified Chief Restructuring Officer and interim Chief Executive Officer of the Company, and that, as such, he is authorized to execute this certificate on behalf of the Company, and (ii) the officer signing the foregoing certificate holds the office set forth under his name and his signature appearing on the foregoing certificate is his genuine signature.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of January 19, 2010.

By:   
Michael J. Musso, Chief Restructuring Officer  
and interim Chief Executive Officer of Specialty Packaging  
Holdings, Inc.



**United States Bankruptcy Court  
District of Delaware**

In re Specialty Packaging Holdings, Inc.  
Debtor

Case No. \_\_\_\_\_

Chapter 11

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Consolidated Investment Enterprises, Ltd c/o Nazer Group Alireza Tower 12th Floor Medinah Road Jeddah 21432, Saudi Arabia	Series B Common Stock	19,0476	
Dan LaRese 2628 Sequoia Trace Murfreesboro, TN 37127	Series B Common Stock	2,000	
Don Sackman 1741 Lowell Lane Lake Forest, IL 60045	Series B Common Stock	28,5714	
Fehr Nazer c/o Nazer Group Alireza Tower 12th Floor Medinah Road Jeddah 21432, Saudi Arabia	Series B Common Stock	4,7619	
John Tung 1691 Lowell Lane Lake Forest, IL 60045	Series B Common Stock	9,5238	
Lea Turner 488 Ryan Place Lake Forest, IL 60045	Series B Common Stock	9,5238	
Nicole Korczak 1701 South Ridge Road Lake Forest, IL 60045	Series B Common Stock	21,8809	
Northwood Holdings, Ltd. c/o Nazer Group Alireza Tower 12th Floor Medinah Road Jeddah 21432, Saudi Arabia	Series B Common Stock	47,6190	
Rick Dallas Gulf Capital PJSC 15th Floor, Al Ferdous Tower PO Box 27522 Abu Dhabi, UAE	Series B Common Stock	28,5714	

1 continuation sheets attached to List of Equity Security Holders

In re Specialty Packaging Holdings, Inc.  
Debtor

Case No. \_\_\_\_\_

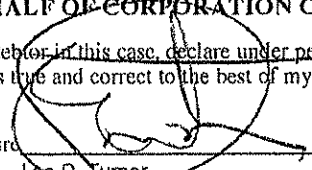
**LIST OF EQUITY SECURITY HOLDERS**  
(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Specialty Packaging Corporation, Ltd. c/o Paget-Brown & Co West Wind Building, PO Box 1111 George Town, Grand Cayman Cayman Islands, BWI	Series A Common Stock	2,471,4286	
Tal Nazer c/o Nazer Group Alireza Tower 12th Floor Medinah Road Jeddah 21432, Saudi Arabia	Series B Common Stock	5,7143	
Thomas Barnum c/o Mr. Harvey Margolis Frost Rottenberg and Rothblatt, PC 111 Pfingsten Road, Suite 300 Deerfield, IL 60015	Series B Common Stock	9,5238	
Thomas Byrne 315 West Berkley Drive Arlington Heights, IL 60004	Series B Common Stock	19,0476	
Timothy Noonan Gulf Capital PJSC 15th Floor, Al Ferdous Tower PO Box 27522 Abu Dhabi, UAE	Series B Common Stock	4,7619	

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Chief Financial Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date 1/20/10

Signature   
Lee D. Turner  
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.  
18 U.S.C §§ 152 and 3571.

United States Bankruptcy Court  
District of Delaware

In re Specialty Packaging Holdings, Inc. Debtor(s) Case No. \_\_\_\_\_  
Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Specialty Packaging Holdings, Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

Consolidated Investment Enterprises, Ltd  
c/o Nazer Group  
Alireza Tower 12th Floor  
Medinah Road  
Jeddah 21432, Saudi Arabia


Northwood Holdings, Ltd.  
c/o Nazer Group  
Alireza Tower 12th Floor  
Medinah Road  
Jeddah 21432, Saudi Arabia

Specialty Packaging Corporation, Ltd.  
c/o Paget-Brown & Co  
West Wind Building, PO Box 1111  
George Town, Grand Cayman  
Cayman Islands, BWI

None [Check if applicable]

Date

1/20/10

  
Domenic E. Pacitti

Signature of Attorney or Litigant  
Counsel for Specialty Packaging Holdings, Inc.  
Klehr Harrison Harvey Branzburg LLP

919 Market Street  
Suite 1000  
Wilmington, DE 19801  
302) 552-5519 Fax:(302) 426-9193  
dpacitti@klehr.com