

BYLAWS
OF
PROAMPAC EMPLOYEE ASSISTANCE FUND

ARTICLE I
NAME AND SEAL

The corporation shall be known as the ProAmpac Employee Assistance Fund (hereinafter the "Corporation") and shall have a corporate seal bearing the name of the Corporation, the form of which the Board of Directors may change at any time. It shall be a Delaware nonprofit or not-for-profit corporation.

ARTICLE II
PURPOSE

The objective and purpose for which the Corporation is established is to assist employees and others facing unexpected financial hardship.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on (a) by an entity exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (b) by an entity, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or (c) by a corporation formed under the provisions of Title 8, Chapter 1 of the General Corporation Law of the State of Delaware (the "DGCL") (8 Del. C. § 101, et seq.).

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE III BOARD OF DIRECTORS

Section 1. General

The Board of Directors shall consist of three (3) or more Directors (the "Board"). The number of Directors shall be set and elected from time to time by the Board in a manner not inconsistent with the Corporation's Certificate of Incorporation, these Bylaws, the Internal Revenue Code of 1986, as amended (hereinafter "the Code"), and the DGCL.

Section 2. Control and Power

The Board shall have the exclusive control and power to manage the activities, property, and affairs of the Corporation and shall determine the manner in which the funds of the Corporation, both principal and income, shall be applied within the limitations of the Corporation's Certificate of Incorporation, these Bylaws, the Code, and the DGCL.

Section 3. Selection, Terms, and Composition of Board of Directors

The initial Board of Directors shall be selected by the Corporation's incorporators for one (1) year terms, and shall hold office until the next annual meeting of the Corporation and until each Board member's successor shall have been elected and qualified. Thereafter, nominations shall be made by the Board or, if designated, a Nominating Committee. If a Director is appointed or elected to fill a vacancy, in accordance with Section 8 of Article III of these Bylaws, the Director shall hold office for the balance of the term of the Director which he or she has replaced.

The term of office for any Director elected by the Board shall be one (1) year, however, nothing herein shall be construed to limit the Board's right to reappoint any Director.

Section 4. Meetings

The annual meeting of the Board shall be held at such place, date, and time as determined by the Board in the month of November. Regular and special meetings of the Board, or any committee thereof, shall be called by the President or at the request of two-thirds (2/3) of the membership of the Board and shall be held at such time and place as may be set forth in the notice thereof, provided that at least five (5) days' advance notice (in writing or otherwise) of every meeting shall be given to each Director or member of a committee. Notice of a meeting shall be sent to the addresses shown on the records of the Corporation. Any Director may waive notice of a meeting by an instrument in writing filed with the records of the meeting or attendance at the meeting without protest.

At all meetings of the Board a majority of the Directors shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board, except as may be otherwise expressly required by the Corporation's Certificate of Incorporation, these Bylaws, or the DGCL. If a quorum is not

present at any meeting of the Board, the Directors present may adjourn the meeting from time to time, without notice other than announcement, until a quorum shall be present or available.

Section 5. Committees

The Board may designate one (1) or more standing committees, by a resolution(s) passed by a majority of the Board. Committee(s) shall consist of two (2) or more Directors and shall have the powers and duties the Board deems desirable. The members of a committee(s) shall consist of other persons as the President shall appoint, who need not be Directors. A majority of the members of any committee, standing or temporary, shall constitute a quorum and the affirmative vote of a majority of the quorum shall be sufficient to conduct any business or pass any measure

Section 6. Removal

Any Director may be removed with or without cause at a meeting of the Board duly called for that purpose by a two-thirds (2/3) majority vote of the disinterested members of the Board.

Section 7. Resignation

Any Director may resign at any time by giving written notice to the President or the Secretary. Any resignation notice shall take effect as of the date of the receipt of the notice or at any later time specified therein. The acceptance of a resignation shall not be condition precedent necessary to its effectiveness.

Section 8. Vacancies

If the office of any Director shall become vacant by reason of death, resignation, disability, retirement, disqualification, removal from office, or for other cause, the remaining members of the Board, even if less than a quorum, may elect a successor(s) for the unexpired term of each vacant Director position.

Section 9. Compensation; Reimbursement

No Director shall receive any compensation for his or her services as a Director, but any person may be reimbursed by the Corporation for his or her reasonable out-of-pocket expenses and disbursements on behalf of the Corporation.

Section 10. Informal Action by Directors

Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent, or consents, in writing setting forth the action so taken shall be signed by all of the members of the Board entitled to vote thereon. Written consents shall be filed with the Corporation's other permanent records.

Section 11. Telephonic Meetings

A Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment enabling all Directors participating in the meeting to hear one another. Participation in a meeting pursuant to this section shall be equivalent to presence in person at such meeting.

ARTICLE IV OFFICERS

Section 1. General

The Corporation shall have as executive officers a Chairperson or President, a Vice President, a Secretary, and a Treasurer, each of whom shall be appointed by the Board. The Secretary does not need to be a member of the Board.

Section 2. Other Offices

The Board may, in its discretion, create from time to time such other offices it deems necessary and advisable for the carrying on of the activities of the Corporation.

Section 3. Powers and Duties

The officers shall have the respective powers and duties which customarily appertain to, or are incidental to, their respective offices, including but not limited to those set forth hereinafter, and, in addition, such powers as the Board may from time to time designate and confer.

Section 4. Chairperson or President

The Chairperson or President shall be elected by the Board and shall be the chief executive officer of the Corporation. The Chairperson shall preside at meetings of the Board and perform other duties as the Board may prescribe. The Chairperson shall be a member of the Board. The Chairperson shall have all powers as may be reasonably construed as belonging to the chief executive of a nonprofit corporation and shall, unless otherwise approved by the Board, have the sole authority to incur indebtedness and other monetary obligations on behalf of the Corporation up to, but not exceeding \$1,000; to pledge, mortgage and encumber the properties and assets of the Corporation up to, but not exceeding \$1,000; to purchase real property or personal property having a value up to, but not exceeding \$1,000 on behalf of the Corporation; and to sell or otherwise dispose of real property of the Corporation and personal property having a value up to, but not exceeding \$1,000. The Chairperson shall be a member of the Board and shall serve for one (1) year. Nothing herein shall be construed to limit the Board's right to reappoint the President.

Section 5. Vice President

The Vice-President shall be elected by the board and shall act as President in the absence of the President and when so acting shall have the power and authority of the President, and in general, shall perform all duties incidental to the office of Vice President and such other duties as may be assigned by the Board. The Vice President shall serve for one (1) year. Nothing herein shall be construed to limit the Board's right to reappoint the Vice President.

Section 6. Secretary

The Secretary shall be elected by the Board and shall keep the minutes and records of the Corporation in appropriate books, see that all notices are given in accordance with these Bylaws or as provided by law, keep the seal of the Corporation and affix same to corporate documents, and in general, perform all duties incidental to the office of Secretary and such other duties as may be assigned by the Board. The Secretary need not be a member of the Board and shall serve for one (1) year. Nothing herein shall be construed to limit the Board's right to reappoint the Secretary.

Section 7. Treasurer

The Treasurer shall be elected by the Board and shall be the chief financial officer of the Corporation. The Treasurer shall keep correct and complete records of account accurately showing at all times the financial condition of the Corporation. Subject to the direction of the Board, the Treasurer shall be the legal custodian of all monies, notes, securities and other valuables that may from time to time come into the possession of the Corporation. The Treasurer shall promptly deposit in the name of the Corporation all funds of the Corporation coming into the Treasurer's hands in the depository or depositories as may be designated by the Board. The Board may designate one or more representatives to perform the bookkeeping, custodial, and depository functions of the Treasurer. The Treasurer shall be a member of the Board and shall serve for one (1) year. Nothing herein shall be construed to limit the Board's right to reappoint the Treasurer.

Section 8. Removal

Any officer may be removed with or without cause, from office by a two-thirds (2/3) majority vote of the members of the Board at a meeting of the Board called for that purpose.

Section 9. Resignation

Any officer may resign at any time by giving written notice to the Board, to the President, or to the Secretary of the Corporation. Any resignation notice shall take effect as of the date of the receipt of the notice or at any later time specified therein. The acceptance of a resignation shall not be a condition precedent to its effectiveness.

Section 10. Vacancies

In the event of resignation, retirement, disqualification, death, disability or removal from office, for any reason whatsoever, of any officer of the Corporation, the vacancy so created shall be filled by the Board.

**ARTICLE V
AGENTS AND REPRESENTATIVES**

Section 1. Appointment

The Board of Directors may appoint agents and representatives of the Corporation with power and authority to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these By-laws and to the extent authorized or permitted by law.

Section 2. Compensation

The Board shall set the compensation of agents and employees subject to criteria and budgets established by the Board. No officer, Director, agent, or employee of the Corporation shall at any time receive, or be entitled to receive, any compensation or any pecuniary benefit from the operations of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation.

**ARTICLE VI
DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation, exclusively for the purposes of the Corporation to an organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as the Board of Directors will determine. Any such assets not disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VII
NON DISCRIMINATION**

The Corporation shall not discriminate against any person in any manner on the basis of sex, age, religion, handicap or ethnic origin, or as otherwise prohibited by law.

ARTICLE VII GENERAL PROVISIONS

Section 1. Signatories

All checks, drafts, and other instruments for the payment of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Corporation by the President, unless the Board authorizes other officers or persons to sign on behalf of the Corporation. All instruments of transfer of personal or real property, and all contracts and agreements, shall be signed by the President or such officers or agents as the Board shall direct and authorize.

Section 2. Fiscal Year

The fiscal year of the Corporation shall end on the last day of December in each year unless otherwise determined by the Board.

Section 3. Personal Liability

The Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations, or other entities extending credit to, contracting with, or having any claim against, the Corporation, may look only to the funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 4. Indemnification

Except to the extent expressly prohibited by the DGCL or other applicable law, the Corporation shall indemnify any Director or officer made or threatened to be made a party to, called as a witness in, or asked to provide information in connection with any threatened or pending action, proceeding, hearing, or investigation or any appeal thereof by reason of the fact that he or she is or was a Director or officer acting within the scope of his or her duties, other than an action or proceeding brought by or in the right of the Corporation to procure a judgment or remedy, whether civil or criminal. Indemnification shall be provided against all judgments, fines, amounts paid in settlement, and reasonable expenses including attorneys' fees actually and necessarily incurred in defense against or as a result of an action, proceeding, hearing, or investigation or any appeal thereof.

No indemnification shall be made under this Article where the Director or officer has acted in bad faith or contrary to his or her fiduciary duty, or engaged in deliberate dishonesty, in any way material to the matter under investigation or to the action, proceeding, hearing, or investigation or any appeal thereof. No indemnification shall be made under this Article where the Director or officer has committed or participated in an act or omission not in good faith, or which involves intentional misconduct or a knowing violation of law, or where the Director or officer has furthered, engaged in, or been a party to any transaction from which any Director or

