



**PLIANT CORPORATION™**

*Films. Packaging. Results.*

**4100 Profile Parkway  
Bloomington, IN 47404  
(812) 334-7090**

September 2, 2004

U.S. Nuclear Regulatory Commission  
Attn: Document Control Desk  
Washington, DC 20555

### **Reply to a Notice of Violation**

In response to NRC inspection report No. 030-34732/2004-001(DNMS) and notice of violation – Pliant Corporation, we have enclosed an amended “application for material license” requesting a name change from Huntsman Packaging to Pliant Corporation for our Bloomington, IN facility. On October 9, 2000 Huntsman Packaging changed its name to Pliant Corporation and failed to notify the Nuclear Regulatory Commission of the change under License No. 13-32090-01.

As a corrective step, you will find the first two pages of the “10K” that was filed with the Securities Exchange Commission for the fiscal year ended December 31, 2001 showing that on May 31, 2000 the company consummated a recapitalization whereby an affiliate of J.P. Morgan Partners, LLC (formerly Chase Capital Partners) acquired majority control of our common stock. Also enclosed are documents from our “articles of amendment” showing that effective October 9, 2000 the name of our corporation was changed from Huntsman Packaging to Pliant Corporation.

Please feel free to contact myself or Julie Martindale at the Bloomington, IN facility if additional documentation is necessary to process the requested amendment to our “application for material license”.

Sincerely,

Curt D. Howard  
Plant Manager  
Bloomington, IN

cc wencs: Regional Administrator, Region III  
2443 Warrenville Road, Suite 210  
Lisle, IL 60532

SEP 8 2004

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 333-40067

**PLIANT CORPORATION**

(Exact Name of the Registrant as Specified in its Charter)

Utah  
(State or other jurisdiction of  
incorporation or organization)

87-0496065  
(I.R.S. Employer Identification No.)

1515 Woodfield Road, Suite 600  
Schaumburg, IL 60173  
(847) 969-3300

(Address of principal executive offices and telephone number)

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark whether the Registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

At February 28, 2002 there were 596,556 outstanding shares of common stock. As of such date, 67,722 of the outstanding shares of common stock were held by persons other than affiliates of the Registrant having an aggregate market value (based on the price at which the shares were sold in the recapitalization) of approximately \$32.7 million. There is no established trading market for the Registrant's common stock.

This report contains certain forward-looking statements that involve risks and uncertainties, including statements about our plans, objectives, goals, strategies and financial performance. Our actual results could differ materially from the results anticipated in these forward-looking statements. Some of the factors that could negatively affect our performance are discussed in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations—Cautionary Statement for Forward-Looking Information" and elsewhere in this report.

## PART I

### ITEM 1. BUSINESS

#### General

Pliant Corporation (formerly known as Huntsman Packaging Corporation) ("Pliant," the "Company," "we" or "us"), with 2001 revenues of approximately \$840.4 million, is one of North America's leading manufacturers of value-added films and flexible packaging for food, personal care, medical, agricultural and industrial applications. We offer one of the most diverse product lines in the film industry and have achieved leading market positions in each of our major product lines. We believe our market leadership is primarily attributable to our strategy of building strong relationships with market-leading customers, by offering a broad line of innovative products and by providing technological leadership through our modern and low-cost manufacturing facilities. Our products are frequently highly engineered and are important components of, or provide critical attributes to, our customers' end-products. We operate 26 manufacturing and research and development facilities worldwide and we currently have approximately 1.0 billion pounds of annual production capacity.

The Company was founded in 1992, and for several years, operated as a subsidiary of Huntsman Corporation. In September 1997, the Company was "split off" from Huntsman Corporation. The separation from Huntsman Corporation allowed us to independently pursue our value-added films business, implement our strategy of growing our market position through superior products, technology and synergistic acquisitions, and improve our financial and operating performance.

#### Recapitalization

On May 31, 2000, we consummated a recapitalization pursuant to an agreement dated March 31, 2000 among us, our then existing stockholders and an affiliate of J.P. Morgan Partners, LLC (formerly Chase Capital Partners), whereby the affiliate acquired majority control of our common stock. The total consideration paid in the recapitalization was approximately \$1.1 billion, including transaction costs. Pursuant to the recapitalization agreement:

- we redeemed all of the shares of our common stock held by Jon M. Huntsman, our founder, then majority stockholder and then Chairman of the Board;
- an affiliate of J.P. Morgan Partners, LLC purchased approximately one-half of the shares of our common stock held collectively by The Christena Karen H. Durham Trust and by members of our current and former senior management;
- an affiliate of J.P. Morgan Partners, LLC and certain other institutional investors purchased shares of common stock directly from us;
- the trust and the management investors retained or "rolled-over" approximately one-half of the shares of our common stock collectively owned by them prior to the recapitalization; and
- we issued to an affiliate of J.P. Morgan Partners, LLC and to certain other institutional investors a new series of senior cumulative exchangeable redeemable preferred stock and detachable warrants for our common stock.

In connection with the recapitalization, we offered to purchase in a tender offer all of our \$125.0 million principal amount of 9 1/8% senior subordinated notes due 2007. We also solicited and received the requisite consents from tendering holders of the 9 1/8% senior subordinated notes to amend the related indenture to permit us to effect the recapitalization, the offering of \$220.0 million principal amount of 13% Senior Subordinated Notes due 2010 (the "Old Notes") and the incurrence of borrowings under our credit facilities. On May 31, 2000, we purchased all of the \$125.0 million of 9 1/8% senior subordinated notes tendered and discharged our obligations under the related indenture.

On May 31, 2000, we refinanced all amounts outstanding under our then existing credit facility and replaced it with amended and restated senior secured credit facilities.

In connection with the recapitalization, we issued 220,000 units consisting of \$220 million principal amount of 13% Senior Subordinated Notes due 2010 (the "Old Notes") and warrants to purchase 18,532 shares of our common stock. The units were issued

CS 100986  
1167133

(TS)

ARTICLES OF AMENDMENT

TO THE

THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION

State of Utah  
Department of Commerce  
Division of Corporations and Commercial Code

OF

I hereby certify that the foregoing has been filed and approved on this 5 day of October 2000 in the office of this Division and hereby issue this Certificate thereof.

HUNTSMAN PACKAGING CORPORATION  
DELAYED EFFECTIVE DATE

Examiner

*[Signature]*  
Date 10/10/00

Effective October 9, 2000 at 12:01 a.m. MDT



LORNA K. FROJENSON  
DIVISION DIRECTOR

In accordance with Section 16-10a-1006 of the Utah Revised Business Corporation Act ("URBCA"), Huntsman Packaging Corporation, a Utah corporation (the "Corporation"), hereby declares and certifies as follows:

FILED

OCT 05 2000

Utah Div. Of Corp. & Comm. Code

- The name of the Corporation is Huntsman Packaging Corporation.
- Article I of the Third Amended and Restated Articles of Incorporation of the Corporation (the "Articles") has been amended (the "Amendment") to delete Article I of the Articles in its entirety and to substitute the following provision:

Article I.

FILED

The name of the corporation is Pliant Corporation.

- The Amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

(JBB)

The Amendment was adopted as of September 20, 2000 in accordance with the provisions of the URBCA.

The Amendment was approved by the shareholders of the Corporation (the "Shareholders"). The designation, number of outstanding shares, number of votes entitled to be cast by each voting group, number of votes of each voting group indisputably represented, and the total number of votes cast for and against the Amendment were as follows:

Designation	Outstanding Shares	Votes Entitled to be Cast	Votes Represented	Votes For	Votes Against
Common Stock	574,006	574,006	547,517	547,517	0

Receipt Number: 130733

Amount Paid: \$100.00

EXPEDITE

The number of votes cast for the Amendment was sufficient for approval.

6. Pursuant to Section 16-10a-123 of the URBCA, these Articles of Amendment shall be effective on October 9, 2000 at 12:01 a.m. Mountain Daylight Time.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the Corporation on October 5, 2000.

Huntsman Packaging Corporation, a Utah  
corporation



Ronald G. Moffitt  
Executive Vice President and  
General Counsel

MAILING ADDRESS

If, upon completion of filing of the above Articles of Amendment, the Utah Department of Commerce, Division of Corporations and Commercial Code elects to send a copy of the Articles of Amendment to Huntsman Packaging Corporation by mail, the address to which the copy should be mailed is:

Nathan W. Jones, Esq.  
Stoel Rives LLP  
201 South Main Street, Suite 1100  
Salt Lake City, Utah 84111

<b>NRC FORM 313</b> (4-2004) 10 CFR 30, 32, 33, 34, 35, 36, 39, and 40	<b>U.S. NUCLEAR REGULATORY COMMISSION</b>	<b>APPROVED BY OMB: NO. 3150-0120</b> Estimated burden per response to comply with this mandatory collection request: 7 hours. Submittal of the application is necessary to determine that the applicant is qualified and that adequate procedures exist to protect the public health and safety. Send comments regarding burden estimate to the Records and FOIA/Privacy Services Branch (T-5 F52), U.S. Nuclear Regulatory Commission, Washington, DC 20555-0001, or by internet e-mail to infocollects@nrc.gov, and to the Desk Officer, Office of Information and Regulatory Affairs, NEOB-10202, (3150-0120), Office of Management and Budget, Washington, DC 20503. If a means used to impose an information collection does not display a currently valid OMB control number, the NRC may not conduct or sponsor, and a person is not required to respond to, the information collection.	<b>EXPIRES: 10/31/2005</b>
<h2 style="margin: 0;">APPLICATION FOR MATERIAL LICENSE</h2>			

**INSTRUCTIONS: SEE THE APPROPRIATE LICENSE APPLICATION GUIDE FOR DETAILED INSTRUCTIONS FOR COMPLETING APPLICATION. SEND TWO COPIES OF THE ENTIRE COMPLETED APPLICATION TO THE NRC OFFICE SPECIFIED BELOW.**

<b>APPLICATION FOR DISTRIBUTION OF EXEMPT PRODUCTS FILE APPLICATIONS WITH:</b>  DIVISION OF INDUSTRIAL AND MEDICAL NUCLEAR SAFETY OFFICE OF NUCLEAR MATERIALS SAFETY AND SAFEGUARDS U.S. NUCLEAR REGULATORY COMMISSION WASHINGTON, DC 20555-0001  <b>ALL OTHER PERSONS FILE APPLICATIONS AS FOLLOWS:</b>  <b>IF YOU ARE LOCATED IN:</b>  ALABAMA, CONNECTICUT, DELAWARE, DISTRICT OF COLUMBIA, FLORIDA, GEORGIA, KENTUCKY, MAINE, MARYLAND, MASSACHUSETTS, MISSISSIPPI, NEW HAMPSHIRE, NEW JERSEY, NEW YORK, NORTH CAROLINA, PENNSYLVANIA, PUERTO RICO, RHODE ISLAND, SOUTH CAROLINA, TENNESSEE, VERMONT, VIRGINIA, VIRGIN ISLANDS, OR WEST VIRGINIA, SEND APPLICATIONS TO:  LICENSING ASSISTANCE TEAM DIVISION OF NUCLEAR MATERIALS SAFETY U.S. NUCLEAR REGULATORY COMMISSION, REGION I 475 ALLENDALE ROAD KING OF PRUSSIA, PA 19406-1415	<b>IF YOU ARE LOCATED IN:</b>  ILLINOIS, INDIANA, IOWA, MICHIGAN, MINNESOTA, MISSOURI, OHIO, OR WISCONSIN, SEND APPLICATIONS TO:  MATERIALS LICENSING BRANCH U.S. NUCLEAR REGULATORY COMMISSION, REGION III 2443 WARRENVILLE ROAD, SUITE 210 LISLE, IL 60532-4352  ALASKA, ARIZONA, ARKANSAS, CALIFORNIA, COLORADO, HAWAII, IDAHO, KANSAS, LOUISIANA, MONTANA, NEBRASKA, NEVADA, NEW MEXICO, NORTH DAKOTA, OKLAHOMA, OREGON, PACIFIC TRUST TERRITORIES, SOUTH DAKOTA, TEXAS, UTAH, WASHINGTON, OR WYOMING, SEND APPLICATIONS TO:  NUCLEAR MATERIALS LICENSING BRANCH U.S. NUCLEAR REGULATORY COMMISSION, REGION IV 611 RYAN PLAZA DRIVE, SUITE 400 ARLINGTON, TX 76011-4005
<b>PERSONS LOCATED IN AGREEMENT STATES SEND APPLICATIONS TO THE U.S. NUCLEAR REGULATORY COMMISSION ONLY IF THEY WISH TO POSSESS AND USE LICENSED MATERIAL IN STATES SUBJECT TO U.S. NUCLEAR REGULATORY COMMISSION JURISDICTIONS.</b>	

<b>1. THIS IS AN APPLICATION FOR (Check appropriate item)</b> <input type="checkbox"/> A. NEW LICENSE <input checked="" type="checkbox"/> B. AMENDMENT TO LICENSE NUMBER <u>13-32090-01</u> <input type="checkbox"/> C. RENEWAL OF LICENSE NUMBER _____	<b>2. NAME AND MAILING ADDRESS OF APPLICANT (Include ZIP code)</b> PLANT Corporation 4100 Profile Parkway Bloomington, IN 47404
<b>3. ADDRESS WHERE LICENSED MATERIAL WILL BE USED OR POSSESSED</b>  4100 Profile Parkway Bloomington, IN 47404	<b>4. NAME OF PERSON TO BE CONTACTED ABOUT THIS APPLICATION</b> Julie Marrindale  <b>TELEPHONE NUMBER</b> (812) 334-7090

SUBMIT ITEMS 5 THROUGH 11 ON 8-1/2 X 11" PAPER. THE TYPE AND SCOPE OF INFORMATION TO BE PROVIDED IS DESCRIBED IN THE LICENSE APPLICATION GUIDE.

<b>5. RADIOACTIVE MATERIAL</b> a. Element and mass number; b. chemical and/or physical form; and c. maximum amount which will be possessed at any one time.	<b>6. PURPOSE(S) FOR WHICH LICENSED MATERIAL WILL BE USED.</b> <i>maximal thickness gauge</i>			
<b>7. INDIVIDUAL(S) RESPONSIBLE FOR RADIATION SAFETY PROGRAM AND THEIR TRAINING EXPERIENCE.</b>	<b>8. TRAINING FOR INDIVIDUALS WORKING IN OR FREQUENTING RESTRICTED AREAS.</b>			
<b>9. FACILITIES AND EQUIPMENT.</b>	<b>10. RADIATION SAFETY PROGRAM.</b>			
<b>11. WASTE MANAGEMENT.</b>	<b>12. LICENSE FEES (See 10 CFR 170 and Section 170.31)</b> <table style="width:100%; border-collapse: collapse;"> <tr> <td style="width:70%;">FEE CATEGORY</td> <td style="width:10%;">AMOUNT ENCLOSED</td> <td style="width:20%;">\$</td> </tr> </table>	FEE CATEGORY	AMOUNT ENCLOSED	\$
FEE CATEGORY	AMOUNT ENCLOSED	\$		

**13. CERTIFICATION. (Must be completed by applicant) THE APPLICANT UNDERSTANDS THAT ALL STATEMENTS AND REPRESENTATIONS MADE IN THIS APPLICATION ARE BINDING UPON THE APPLICANT.**

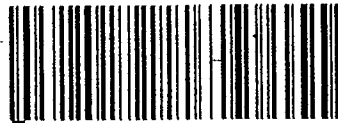
THE APPLICANT AND ANY OFFICIAL EXECUTING THIS CERTIFICATION ON BEHALF OF THE APPLICANT, NAMED IN ITEM 2, CERTIFY THAT THIS APPLICATION IS PREPARED IN CONFORMITY WITH TITLE 10, CODE OF FEDERAL REGULATIONS, PARTS 30, 32, 33, 34, 35, 36, 39, AND 40, AND THAT ALL INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT TO THE BEST OF THEIR KNOWLEDGE AND BELIEF.

WARNING: 18 U.S.C. SECTION 1001 ACT OF JUNE 25, 1948 62 STAT. 749 MAKES IT A CRIMINAL OFFENSE TO MAKE A WILLFULLY FALSE STATEMENT OR REPRESENTATION TO ANY DEPARTMENT OR AGENCY OF THE UNITED STATES AS TO ANY MATTER WITHIN ITS JURISDICTION.

<b>CERTIFYING OFFICER -- TYPED/PRINTED NAME AND TITLE</b> Curt D. Howard Plant Manager	<b>SIGNATURE</b> 	<b>DATE</b> 8/30/04
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FOR NRC USE ONLY					
TYPE OF FEE	FEE LOG	FEE CATEGORY	AMOUNT RECEIVED	CHECK NUMBER	COMMENTS
			\$		
APPROVED BY				DATE	

**CERTIFIED MAIL**



7001 2510 0006 7674 5865



**PLIANT**  
CORPORATION

4100 PROFILE PARKWAY  
BLOOMINGTON, INDIANA 47404



9264



60532

U.S. POSTAGE  
PAID  
BLOOMINGTON, IN  
47401  
SEP 03, 04  
AMOUNT

**\$4.65**

00022033-01

**RETURN RECEIPT  
REQUESTED**

*Regional Administrator, Region III  
2443 Warrenville Road, suite 210  
Lisle, IL 60532*

**FIRST  
CLASS**