

## **Beverage Packaging Holdings (Luxembourg) II S.A.**

*Société anonyme*

Registered office: 6C, Parc d'Activités Syrdall,

L-5365, Munsbach

R.C.S. Luxembourg : B 128.914

### **HOLDER NOTIFICATION**

5 November 2009

#### **Beverage Packaging Holdings (Luxembourg) II S.A. (the "Company")**

**Re: €480,000,000 8% Senior Notes due 2016 (ISIN XSO307398502) ("Senior Notes")**  
**€420,000,000 9½% Senior Subordinated Notes due 2017 (ISIN XSO307399062) ("Senior Subordinated Notes") and, together with the Senior Notes, the "Notes")**

#### **REPORT ON MATERIAL ACQUISITION AND MATERIAL EVENT Pursuant to Section 4.02(a)(iii) of the Indentures (as defined below)**

We refer to Section 4.02(a)(iii) (*Reports and other Information*) of the Senior Notes Indenture dated 29 June 2007 for the issuance of the Senior Notes among the Company, Rank Group Holdings Limited ("Rank") as an Initial Guarantor, the other Senior Note Guarantors (as defined therein), The Bank of New York as Trustee and the other parties thereto and to Section 4.02(iii) of the Senior Subordinated Notes Indenture dated 29 June 2007 for the issuance of the Senior Subordinated Notes among the Company, Rank, the other Subordinated Guarantors (as defined therein), The Bank of New York as Trustee and the other parties thereto (together, the "Indentures") pursuant to which BP II is required to provide a report to the Trustee after the occurrence of any material acquisition, disposition or restructuring of the Company, Beverage Packaging Holdings (Luxembourg) I S.A. and the Restricted Subsidiaries, taken as a whole, containing a description of such event.

Words used but not defined in this report have the meaning they are given in the Indentures.

On 15 October 2009, the Company announced the intention of its indirect sister company, Beverage Packaging Holdings (Luxembourg) III S.à r.l., to acquire, directly or through its wholly owned subsidiaries, the Closure Systems International group of companies and the Reynolds Consumer Products group of companies (the "Acquisition"). The Acquisition was completed on 5 November 2009.

The Acquisition was funded in part with a portion of the proceeds from new senior indebtedness comprising 7.750% senior secured notes due 2016 in aggregate principal amounts of \$1,125,000,000 and €450,000,000 and loans incurred under a senior secured credit agreement dated as of 5 November, 2009 which provides for term loan facilities in aggregate principal amounts of up to \$1,035,000,000 and €250,000,000

and revolving credit facilities of up to \$120,000,000 and €80,000,000 (the “New Financing Indebtedness”).

Further information in respect of the Acquisition and the New Financing Indebtedness is detailed on the Company’s website at [www.bevpackholdings.com](http://www.bevpackholdings.com).

This report is available for inspection on the Issuer’s website at [www.bevpackholdings.com](http://www.bevpackholdings.com).

**Enquiries:**

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