

Beverage Packaging Holdings (Luxembourg) II S.A.

Société anonyme

Registered office: 6C rue Gabriel Lippmann, L-5365 Munsbach, Grand Duchy of Luxembourg
R.C.S. Luxembourg : B 128.914

HOLDER NOTIFICATION

1 February 2011

Reynolds Group Holdings Limited

Beverage Packaging Holdings (Luxembourg) II S.A. (the “Company”)

**Re: €180,000,000 8% Senior Notes due 2016 (ISIN XSO307398502) (“Senior Notes”)
€120,000,000 9½% Senior Subordinated Notes due 2017 (ISIN XSO307399062) (“Senior Subordinated Notes” and, together with the Senior Notes, the “Notes”)**

REPORT ON 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, Reynolds Group Holdings Limited (formerly known as Rank Group Holdings Limited, “Reynolds Group”) as an Initial Guarantor, the other Senior Note Guarantors (as defined therein), The Bank of New York Mellon (formerly 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 Mellon (formerly 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 event that the Company, Beverage Packaging Holdings (Luxembourg) I S.A. or any Restricted Subsidiary announces publicly, containing a description of such event.

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

The Company announced today that its parent, Reynolds Group, acting through one or more of its subsidiaries completed the sale of \$1,000.0 million aggregate principal amount of 6.875% Senior Secured Notes due 2021 and \$1,000.0 million aggregate principal amount of 8.250% Senior Notes due 2021. The notes will mature on 15 February 2021. Proceeds from the sale of the notes were used to repay, at par, \$1,520 million in existing term loans under the Reynolds Group’s senior secured credit facilities, with the remaining proceeds to be used for general corporate purposes, including to finance future strategic acquisitions and repay additional indebtedness.

The notes were sold in a private offering exempt from the registration requirements of the U.S. Securities Act of 1933. The notes were sold only to qualified institutional buyers pursuant to Rule 144A and to certain persons outside the United States pursuant to Regulation S, each under the U.S. Securities Act of 1933.

This Company announcement is not an offer to sell or a solicitation of an offer to purchase any indebtedness raised in respect of the offering in the United States and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which, or to any person to whom such an offer, solicitation or sale would be unlawful.

Forward-Looking Statements:

This press release may contain “forward-looking statements.” Forward-looking statements include statements regarding the goals, beliefs, plans or current expectations of Reynolds Group, taking into account the information currently available to our management, and include statements about the announced financing. Forward-looking statements are not statements of historical fact. For example, when we use words such as “believe,” “anticipate,” “expect,” “estimate,” “intend,” “should,” “would,” “could,” “may,” “will” or other words that convey uncertainty of future events or outcomes, we are making forward-looking statements. While management has based any forward-looking statements contained herein on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties, and other factors, many of which are outside of our control that could cause actual results to materially differ from such statements. Such uncertainties, risks and assumptions, include, but are not limited to: risks related to the cost of raw materials, our suppliers for raw materials and any interruption to our supply of raw materials; risks related to our substantial indebtedness and our ability to service our indebtedness; risks related to our aluminium hedging activities and other hedging activities may result in significant losses and in period-to-period earnings volatility; risks related to our material weaknesses in our internal controls over financial reporting within our Reynolds Consumer, Evergreen, Reynolds Foodservice and Closures segments; risks related to downturns in our target markets; risks related to increases in interest rates which would increase the cost of servicing our debt; risks related to dependence on the protection of our intellectual property and the development of new products; risks related to exchange rate fluctuations; risks related to the consolidation of our customer base, competition and pricing pressure; risks related to the impact of a loss of one of our manufacturing facilities; risks related to our exposure to environmental liabilities and potential changes in legislation or regulation; and risks related to our dependence on key management and other highly skilled personnel.

Given these risks and uncertainties, you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, we undertake no obligation to publicly update or revise

any forward-looking statement, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us or to persons acting on our behalf are expressly qualified in their entirety by the cautionary statements referred to above.

Enquiries:

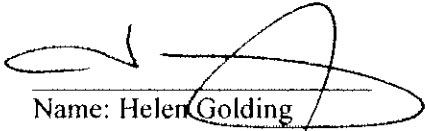
Beverage Packaging Holdings (Luxembourg) II S.A.

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Name: Cindi Lefari

Title: Authorised Signatory



Name: Helen Golding

Title: Authorised Signatory