

## Summary Pro Forma Combined Financial Information

The following tables set forth summary unaudited RGHL Combined Group pro forma financial information, as of the dates and for the periods indicated, as of the dates and for the periods indicated.

The summary pro forma combined financial information should be read together with the respective financial statements and the notes thereto, along with the “Glossary of Selected Terms.”

### Pro Forma Combined Financial Information

The summary unaudited pro forma combined financial information is based on the historical financial information of the RGHL Group, Pactiv, Dopaco and Graham Packaging, certain of which are incorporated by reference into this offering circular, as adjusted to illustrate the impact of the Transaction, the financing components of the Evergreen Transaction, the Pactiv Transaction, the Refinancing Transactions, the Dopaco Acquisition and the Graham Packaging Transaction (collectively, the “Pro Forma Transactions”). The unaudited pro forma combined balance sheet gives effect to the Transaction and the Graham Packaging Change of Control Offer as if they had been completed as of September 30, 2011. The unaudited pro forma combined income statements give effect to the Pro Forma Transactions as if they had been completed as of January 1, 2010.

The RGHL Group incurred costs associated with completing the Pactiv Acquisition. In addition, the RGHL Group expects to incur approximately \$125.0 million of additional costs by the end of 2012 related to the integration of the Pactiv businesses, of which \$99.7 million has been incurred through September 30, 2011. Because these costs are not recurring or capital in nature, they are not reflected herein, except to the extent the costs were incurred as of September 30, 2011 and are reflected in the historical financial statements of the RGHL Group. These costs will be substantial and could have an adverse effect on our results of operations.

The RGHL Group incurred costs associated with completing the Graham Packaging Acquisition. In addition, the RGHL Group expects to incur cash outlays of approximately \$75.0 million of additional costs by the end of 2013 to achieve the expected cost savings and synergies from the Graham Packaging Acquisition. Cash outlays include both expenses and capital expenditures associated with integrating Graham Packaging into RGHL’s operations and are separate from the costs associated with the Graham Packaging Acquisition. Expenses incurred under our planned integration program generally will include exit, disposal, severance and other costs. The costs will be substantial and could have an adverse effect on our results of operations.

The summary unaudited pro forma combined financial information, which has been prepared in accordance with IFRS in all material respects, includes the presentation of an unaudited pro forma combined income statement for the LTM Period. The unaudited pro forma combined income statement for the LTM Period is calculated as follows: (i) the unaudited pro forma combined income statement for the year ended December 31, 2010, less (ii) the unaudited pro forma combined income statement for the nine months ended September 30, 2010, plus (iii) the unaudited pro forma combined income statement for the nine months ended September 30, 2011.

The unaudited pro forma adjustments are based upon current available information and assumptions that we believe to be reasonable. The pro forma adjustments and related assumptions are described in the accompanying notes presented on the following pages.

**The summary historical financial and pro forma information is for informational purposes only and is not intended to represent or to be indicative of the results of operations or financial position that the RGHL Group or the pro forma combined group would have reported had the Pro Forma Transactions been completed as of the dates set forth in this unaudited pro forma combined financial information and should not be taken as being indicative of our future consolidated results of operations or financial position. The actual results may differ significantly from those reflected in the unaudited pro forma combined financial information for a number of reasons, including, but not limited to, differences between the assumptions used to prepare the unaudited pro forma combined financial information and actual amounts. As a result, the unaudited pro forma combined financial information does not purport to be indicative of what the financial condition or results of operations would have been had the Pro**

**Forma Transactions been completed on the applicable dates of the unaudited pro forma combined financial information.**

The unaudited pro forma combined income statements do not include adjustments for (i) any prospective revenue or cost saving synergies that may be achieved, in addition to those reflected in the historical financial information, since the completion of the Pactiv Transaction, the Dopaco Acquisition, the Graham Packaging Acquisition or as a result of any of the other acquisitions we have completed or (ii) the impact of non-recurring items directly related to the Pro Forma Transactions or any of the other acquisitions we have completed. In addition, the unaudited pro forma combined financial information does not give effect to any of the adjustments made to derive the RGHL Combined Group Adjusted EBITDA.

We have adjusted the financial data of Pactiv, Dopaco and Graham Packaging for the periods presented by applying IFRS in all material respects to such financial data. We have not attempted to quantify all differences that would have been identified if the complete historical Pactiv, Dopaco and Graham Packaging financial information, as presented, had been prepared in accordance with IFRS. Accordingly, we cannot assure you that the conversion as described is a complete summary of all the differences that would result had a full exercise been undertaken. Had we undertaken such conversion, other accounting and disclosure differences may have come to our attention that are not identified below, some of which may be material. Accordingly, we cannot assure you that the identified differences below represent all principal adjustments to Pactiv's, Dopaco's and Graham Packaging's financial data necessary to present them on an IFRS basis consistent with the RGHL Group's financial statements.

**Summary Unaudited RGHL Combined Group Pro Forma Financial Information**

	RGHL Combined Group			
	For the Year Ended December 31, 2010	For the Nine Months Ended September 30,		LTM Period(1)
		2010	2011	
		(IFRS)		
		(In \$ millions)		
<b>Income Statement</b>				
<b>Revenue</b> . . . . .	<b>\$ 12,904.0</b>	<b>\$ 9,488.6</b>	<b>\$10,557.6</b>	<b>\$ 13,973.0</b>
Cost of sales . . . . .	(10,412.8)	(7,626.3)	(8,755.4)	(11,541.9)
<b>Gross profit</b> . . . . .	<b>2,491.2</b>	<b>1,862.3</b>	<b>1,802.2</b>	<b>2,431.1</b>
Other income . . . . .	104.9	74.2	68.3	99.0
Selling, marketing and distribution expenses . . . . .	(471.5)	(337.0)	(341.7)	(476.2)
General and administration expenses . . . . .	(813.9)	(574.5)	(577.6)	(817.0)
Other expenses . . . . .	(196.5)	(62.5)	(464.3)	(598.3)
Share of profit of associates and joint ventures, net of income tax (equity method) . . . . .	19.0	13.9	13.6	18.7
<b>Profit (loss) from operating activities</b> . . . . .	<b>1,133.2</b>	<b>976.4</b>	<b>500.5</b>	<b>657.3</b>
Financial income . . . . .	66.7	17.4	32.8	82.1
Financial expenses . . . . .	(1,802.6)	(1,339.4)	(1,334.3)	(1,797.5)
<b>Net financial expenses</b> . . . . .	<b>(1,735.9)</b>	<b>(1,322.0)</b>	<b>(1,301.5)</b>	<b>(1,715.4)</b>
<b>Profit (loss) before income tax</b> . . . . .	<b>(602.7)</b>	<b>(345.6)</b>	<b>(801.0)</b>	<b>(1,058.1)</b>
Income tax benefit (expense) . . . . .	159.6	50.4	80.7	189.9
<b>Profit (loss) from continuing operations before non-recurring charges directly attributable to the Pro Forma Transactions</b> . . . . .	<b>\$ (443.1)</b>	<b>\$ (295.2)</b>	<b>\$ (720.3)</b>	<b>\$ (868.2)</b>

	<b>RGHL Combined Group as of September 30, 2011</b>
	(IFRS)
	(In \$ millions)
<b>Balance Sheet Data</b>	
Cash and cash equivalents . . . . .	\$ 1,126.7
Trade and other receivables — current . . . . .	1,596.7
Inventories . . . . .	1,950.5
Property, plant and equipment . . . . .	4,659.4
Investment property . . . . .	26.0
Intangibles . . . . .	12,442.2
Other assets . . . . .	890.9
<b>Total assets</b> . . . . .	<b>22,692.4</b>
Trade and other payables — current . . . . .	2,014.5
Borrowings — current . . . . .	69.3
Borrowings — non-current . . . . .	17,783.8
Other liabilities . . . . .	3,038.3
<b>Total liabilities</b> . . . . .	<b>22,905.9</b>
<b>Net assets (liabilities)</b> . . . . .	<b>(213.5)</b>

	<b>RGHL Combined Group</b>				
	<b>For the Year Ended December 31, 2010</b>	<b>For the Nine Months Ended September 30,</b>		<b>LTM Period(1)</b>	
		<b>2010</b>	<b>2011</b>		
		(IFRS)			
		(In \$ millions except ratios)			
<b>Pro Forma Other Financial Data:</b>					
Total Capital Expenditure . . . . .	\$ 626.2	\$ 271.3	\$ 303.2	\$ 658.1	
RGHL Combined Group EBITDA(2) . . . . .	2,082.1	1,672.4	1,313.8	1,723.5	
RGHL Combined Group Adjusted EBITDA(3) . . . . .	2,380.0	1,728.8	1,860.9	2,512.1	
RGHL Combined Group Pro Forma Adjusted EBITDA(3) . . . . .				2,769.5	
Net cash interest expense(4) . . . . .				1,437.3	
<b>Pro Forma Credit Statistics (at period end):</b>					
Total net senior secured debt(5) . . . . .				9,255.0	
Total net senior guaranteed debt(6) . . . . .				15,654.6	
Total net senior debt(7) . . . . .				16,446.4	
Total net debt(8) . . . . .				17,039.2	
Total net senior secured debt to RGHL Combined Group Pro Forma Adjusted EBITDA . . . . .				3.3x	
Total net senior guaranteed debt to RGHL Combined Group Pro Forma Adjusted EBITDA . . . . .				5.7x	
Total net senior debt to RGHL Combined Group Pro Forma Adjusted EBITDA . . . . .				5.9x	
Total net debt to RGHL Combined Group Pro Forma Adjusted EBITDA . . . . .				6.2x	
RGHL Combined Group Pro Forma Adjusted EBITDA to net cash interest expense . . . . .				1.9x	
Pro Forma Ratio of earnings to fixed charges(9) . . . . .				—	

(1) The unaudited pro forma combined income statement for the LTM Period is calculated as follows: (i) the unaudited pro forma combined income statement for the year ended December 31, 2010, less (ii) the

unaudited pro forma combined income statement for the nine months ended September 30, 2010, plus (iii) the unaudited pro forma combined income statement for the nine months ended September 30, 2011.

- (2) RGHL Combined Group EBITDA is defined as profit (loss) from continuing operations for the period plus income tax expenses, net financial expenses, depreciation of property, plant and equipment and amortization of intangible assets. EBITDA is not a measure of our financial condition, liquidity or profitability and should not be considered as a substitute for profit (loss) from continuing operations for the period, operating profit or any other performance measures derived in accordance with IFRS or as a substitute for cash flow from operating activities as a measure of our liquidity in accordance with IFRS. Additionally, EBITDA is not intended to be a measure of free cash flow for management's discretionary use, as it does not take into account certain items such as interest and principal payments on our indebtedness, depreciation and amortization expense, working capital needs, tax payments and capital expenditures. We believe that the inclusion of EBITDA in this offering circular is appropriate to provide additional information to investors about our operating performance and to provide a measure of operating results unaffected by differences in capital structures, capital investment cycles and ages of related assets among otherwise comparable companies. We additionally believe that issuers of high yield debt securities also present EBITDA because investors, analysts and rating agencies consider these measures useful. Because not all companies calculate EBITDA identically, this presentation of the RGHL Combined Group EBITDA may not be comparable to other similarly titled measures used by other companies. The following table reconciles the RGHL Combined Group EBITDA calculation presented above to our profit (loss) from continuing operations for the periods presented:

	<b>RGHL Combined Group</b>			
	<b>Year Ended December 31, 2010</b>	<b>Nine Months Ended September 30,</b>		<b>LTM Period*</b>
		<b>2010</b>	<b>2011</b>	
		<b>(IFRS)</b>		
		<b>(In \$ millions)</b>		
<b>Profit (loss) from continuing operations before non-recurring charges directly attributable to the Pro Forma Transactions</b> . . . . .	<b>\$ (443.1)</b>	<b>\$ (295.2)</b>	<b>\$ (720.3)</b>	<b>\$ (868.2)</b>
Income tax (benefit) expense . . . . .	(159.6)	(50.4)	(80.7)	(189.9)
Net financial expenses . . . . .	1,735.9	1,322.0	1,301.5	1,715.4
Depreciation and amortization . . . . .	948.9	696.0	813.3	1,066.2
<b>RGHL Combined Group EBITDA(2)</b> . . . . .	<b><u>\$2,082.1</u></b>	<b><u>\$1,672.4</u></b>	<b><u>\$1,313.8</u></b>	<b><u>\$1,723.5</u></b>

- (3) RGHL Combined Group Adjusted EBITDA, a measure used by our management to measure operating performance, is defined as RGHL Combined Group EBITDA, adjusted to exclude certain items of a significant or unusual nature, including but not limited to acquisition costs, non-cash pension income, restructuring costs, unrealized gains or losses on derivatives, gains or losses on the sale of non-strategic assets, asset impairments and write downs and equity method profit not distributed in cash. RGHL Combined Group Pro Forma Adjusted EBITDA is calculated as RGHL Combined Group Adjusted EBITDA as adjusted to provide full period effect of implemented cost savings programs, divestments, acquisition synergies and business acquisitions to the extent not reflected in RGHL Combined Group Adjusted EBITDA. Adjusted EBITDA and Pro Forma Adjusted EBITDA are not presentations made in accordance with IFRS, are not measures of financial condition, liquidity or profitability and should not be considered as alternatives to profit (loss) from continuing operations for the periods determined in accordance with IFRS or operating cash flows determined in accordance with IFRS. The determination of Adjusted EBITDA and Pro Forma Adjusted EBITDA contain a number of estimates and assumptions that may prove to be incorrect and differ materially from actual results. Additionally, Adjusted EBITDA and Pro Forma Adjusted EBITDA are not intended to be a measure of free cash flow for management's discretionary use, as they do not take into account certain items such as interest and principal payments on our indebtedness, depreciation and amortization expense, working capital needs, tax payments, and capital expenditures. We believe that the inclusion of Adjusted EBITDA and Pro Forma Adjusted EBITDA in this offering circular is appropriate to provide additional information to investors about our operating performance and to provide a measure of operating results unaffected by differences in capital

structures, capital investment cycles and ages of related assets among otherwise comparable companies. We additionally believe that issuers of high yield debt securities also present Adjusted EBITDA and Pro Forma Adjusted EBITDA because investors, analysts and rating agencies consider these measures useful. In addition, RGHL Combined Group Pro Forma Adjusted EBITDA is used to determine our compliance with certain covenants, including the fixed charge coverage ratio used for purposes of debt incurrence under the indenture governing the notes offered hereby and certain other agreements governing our indebtedness. Because not all companies calculate Adjusted EBITDA and Pro Forma Adjusted EBITDA identically, this presentation of Adjusted EBITDA and Pro Forma Adjusted EBITDA may not be comparable to the similarly titled measures of other companies. The following table reconciles the RGHL Combined Group EBITDA calculation presented above to the RGHL Combined Group Adjusted EBITDA and the RGHL Combined Group Adjusted EBITDA to the RGHL Combined Group Pro Forma Adjusted EBITDA for the periods presented:

	RGHL Combined Group			
	Year Ended December 31, 2010	Nine Months Ended September 30,		LTM Period(1)
		2010	2011	
		(IFRS) (In \$ millions)		
<b>RGHL Combined Group EBITDA</b> . . . . .	<b>\$2,082.1</b>	<b>\$1,672.4</b>	<b>\$1,313.8</b>	<b>\$1,723.5</b>
Adjustment related to settlement of a lease obligation(a) . . . . .	(1.6)	(1.6)	—	—
Restructuring costs(b) . . . . .	18.0	5.3	79.6	92.3
Termination of supply agreement(c) . . . . .	7.0	—	—	7.0
Black Liquor Credit(d) . . . . .	(10.3)	(0.3)	—	(10.0)
Related party management fees(e) . . . . .	0.8	0.8	—	—
Impairment of non-current assets(f) . . . . .	62.6	9.4	13.5	66.7
Equity method joint venture profit not distributed in cash(g) . . . . .	(14.8)	(10.8)	(8.4)	(12.4)
Consulting fees for business optimization projects(h) . .	14.1	13.8	34.1	34.4
Non-cash pension expense (income)(i) . . . . .	(48.8)	(38.7)	(30.8)	(40.9)
Effect of purchase price accounting on inventories and leases(j) . . . . .	63.8	—	30.8	94.6
VAT and Customs duties on historical imports(k) . . . .	9.8	9.3	5.6	6.1
Gain on sale of businesses and investment properties(l) . . . . .	(16.1)	(13.1)	(5.2)	(8.2)
Business interruption costs(m) . . . . .	1.8	2.1	1.9	1.6
Costs related to business acquisitions and integrations(n) . . . . .	52.1	9.9	68.2	110.4
Closure Systems International Americas, Inc. gain on acquisition(o) . . . . .	(9.8)	(9.8)	—	—
Pactiv change of control payments(p) . . . . .	63.0	5.5	—	57.5
Unrealized (gain) loss on derivatives(q) . . . . .	(3.8)	0.4	25.0	20.8
Non-cash inventory charge(r) . . . . .	—	—	3.6	3.6
SEC registration costs(s) . . . . .	—	—	1.6	1.6
Gain from modification of retiree medical plan benefits(t) . . . . .	—	—	(17.6)	(17.6)
ITR agreements(u) . . . . .	5.0	1.7	233.7	237.0
Fees relating to Graham Packaging's terminated related party monitoring agreement(v) . . . . .	1.5	1.1	0.7	1.1
Graham Packaging IPO and merger related costs(w) . . .	39.6	39.6	—	—
Graham Packaging acquisition and integration expenses(x) . . . . .	20.3	11.3	4.2	13.2

	RGHL Combined Group			
	Year Ended December 31, 2010	Nine Months Ended September 30,		LTM Period(1)
		2010	2011	
		(IFRS) (In \$ millions)		
Graham Packaging transaction related expenses(y) . . . .	—	—	89.3	89.3
Graham Packaging reorganization and other costs(z) . . .	16.0	14.1	11.0	12.9
Other(aa) . . . . .	<u>27.7</u>	<u>6.4</u>	<u>6.3</u>	<u>27.6</u>
<b>RGHL Combined Group Adjusted EBITDA . . . . .</b>	<b><u>\$2,380.0</u></b>	<b><u>\$1,728.8</u></b>	<b><u>\$1,860.9</u></b>	<b><u>\$2,512.1</u></b>
Full period estimated effect of RGHL's cost savings(bb) . . . . .				39.7
Full period estimated effect of business operations divested(cc) . . . . .				(19.3)
Full period estimated effect of acquisition synergies associated with RGHL's acquisition of Pactiv(dd) . . .				128.8
Full period estimated effect of acquisition synergies associated with RGHL's acquisition of Dopaco(ee) . .				26.1
Full period estimated effect of acquisition synergies associated with RGHL's acquisition of Graham Packaging(ff) . . . . .				75.0
Full period estimated effect of Graham Packaging's acquisition synergies associated with its acquisition of the Liquid Entities(gg) . . . . .				<u>7.1</u>
<b>RGHL Combined Group Pro Forma Adjusted EBITDA . . . . .</b>				<b><u>\$2,769.5</u></b>

(1) The LTM Period is calculated as follows: (i) RGHL Group for the year ended December 31, 2010 less (ii) RGHL Group for the nine months ended September 30, 2010 plus (iii) RGHL Group for the nine months ended September 30, 2011.

- (a) Reflects the reversal of excess reserves for Baco leasing obligations that were settled in 2010.
- (b) Reflects restructuring costs relating to cost saving programs associated with implementing workforce reductions and plant closures.
- (c) Reflects amounts paid to settle the termination of a supply contract at Pactiv Foodservice.
- (d) Reflects tax credits, net of related expenses, received for the use of alternative fuel mixtures to produce energy to operate the Evergreen business during the 2009 and 2010 years.
- (e) Reflects an expense for management fees relating to executives of Evergreen.
- (f) Reflects impairment charges relating to the write-down of non-current assets to their recoverable amount in the RGHL Group and Graham Packaging.
- (g) Reflects adjustments to deduct equity accounted results of joint ventures to the extent that they are not distributed in cash of the RGHL Group, Dopaco and Graham Packaging.
- (h) Reflects consulting fees in connection with the implementation of a new project at our Evergreen segment and costs incurred at our Reynolds consumer products business and our Pactiv Foodservice segment designed to optimize business processes, including the purchase of raw material and other inputs.
- (i) Reflects non-cash pension expense or income included in results of operations.
- (j) Reflects the fair value adjustment to inventories and leases as a result of the purchase price accounting exercise against cost of sales.
- (k) Reflects customs duties and VAT taxes on historical imports.

- (l) Reflects a total gain on sale of businesses of \$16.1 million for the year ended December 31, 2010, comprised of \$8.3 million on disposal of the Reynolds foodservice packaging business's interest in its envelope window film operations, \$6.0 million on other business disposals and the gain on sale of investment properties of \$1.8 million at SIG. For the nine months ended September 30, 2010, the gain on sale was \$13.1 million, comprised of \$9.1 million on disposal of Reynolds foodservice packaging business's interest in its envelope window film operations in January 2010, \$2.3 million on other business disposals and \$1.7 million on the sale of investment properties. For the nine months ended September 30, 2011, the gain on sale of business was \$5.2 million on disposal of one of Closures' European businesses.
- (m) Reflects business interruption costs (net of insurance recoveries in 2011 and 2010) at:
- SIG in 2011 as a result of hail damage at its plant in Wittenberg, Germany;
  - Closures in 2011 as a result of an earthquake in Japan and in 2010 as a result of an earthquake in Chile; and
  - Reynolds consumer products business in 2009 as a result of flood damage and related insurance recoveries in 2010 and 2011.
- (n) Reflects costs incurred by the RGHL Group related to business acquisitions and to the integration of Pactiv and Graham Packaging.
- (o) Reflects the difference between the net assets acquired and consideration paid on the acquisition of Closure Systems International Americas Inc.
- (p) Represents payments made to executives and members of management of Pactiv as a result of the change in control events associated with the Pactiv Acquisition.
- (q) Reflects the adjustments for unrealized gains or losses on derivatives.
- (r) Reflects a non-cash charge related to changing a technique in computing the monthly inventory standards at the Pactiv Foodservice and Reynolds Consumer Products segments.
- (s) Reflects the cost incurred by the RGHL Group related to the SEC registration process.
- (t) Represents the gain from modification of retiree medical plan benefits.
- (u) Reflects amounts in respect of the ITR agreements, which were terminated as a result of the Graham Packaging Acquisition.
- (v) Represents annual fees paid to Donald C. Graham, his family and affiliated entities and Graham Packaging's financial sponsors in connection with a monitoring agreement.
- (w) Represents costs related to the termination of the monitoring agreement, IPO bonus payments and other IPO related costs at Graham Packaging.
- (x) Represents costs related to the acquisition and integration of the Liquid Entities, China Roots Packaging PTE Ltd. ("China Roots") and other entities by Graham Packaging.
- (y) Represents costs related to the terminated merger with Silgan Holdings Inc. and the subsequent acquisition costs by the RGHL Group.
- (z) Represents costs related to the OnTech arbitration, plant closures, employee severance and other costs.
- (aa) Represents the reversal of business closure costs, stock-based compensation expense, non-cash equity income from non-consolidated entities and Venezuelan hyper-inflationary accounting for Graham Packaging, curtailment costs and a legal settlement at Pactiv Foodservice and certain expenses associated with historical Pactiv and Graham Packaging operations.
- (bb) Reflects the full period estimated effect of RGHL's implemented cost savings programs.
- (cc) Reflects management's estimate of the full period effect of the divestment of Pactiv Foodservice's laminating operations in Louisville, Kentucky which occurred in January 2012.

(dd) Reflects the full period estimated effect of cost savings associated with RGHL's acquisition of Pactiv. Most actions necessary to begin realizing these estimated cost savings were taken by the end of 2011 and will be fully implemented during 2012. In addition, the RGHL Group expects to incur approximately \$125.0 million of additional costs to achieve these cost savings benefits, of which \$99.7 million has been incurred through September 30, 2011. The estimated cost savings are as follows:

	<u>Estimated Costs Savings</u>	<u>Cost Savings Achieved</u> (In \$ millions)	<u>Cost Savings to be Achieved</u>
Integration benefits(i) . . . . .	\$ 91.0	\$42.2	\$ 48.8
Plant consolidations(ii) . . . . .	30.0	3.7	26.3
Logistics efficiencies(iii) . . . . .	16.0	2.4	13.6
Procurement savings(iv) . . . . .	31.0	16.0	15.0
Manufacturing improvements(v) . . . . .	22.0	6.2	15.8
Other(vi) . . . . .	<u>35.0</u>	<u>25.7</u>	<u>9.3</u>
	<u><b>\$225.0</b></u>	<u><b>\$96.2</b></u>	<u><b>\$128.8</b></u>

- (i) Represents our estimated cost savings from combining our Reynolds consumer products and Reynolds foodservice packaging businesses with our Hefty consumer products and Pactiv foodservice packaging businesses related to overhead reductions, cost savings from synergies in corporate governance and oversight costs, and reduced information technology costs.
  - (ii) Represents our estimated cost savings from consolidating duplicative manufacturing facilities.
  - (iii) Represents our estimated cost savings from optimizing logistics and reduced warehousing costs.
  - (iv) Represents our estimated reductions in procurement costs resulting from benchmarking procurement costs and the benefits of scale.
  - (v) Represents our estimated cost savings from reducing raw materials costs by manufacturing foil internally and cost savings from technology efficiencies by sharing manufacturing best practices.
  - (vi) Consists of our estimated cost savings from combining workforces, reducing duplicative professional and consulting fees, reducing costs from harmonizing employee benefits, expenditure controls, and cost savings from combining advertising and promotional programs.
- (ee) Represents the estimated annual net cost savings associated with RGHL's acquisition of Dopaco. We expect that most actions required to realize these savings will be taken by the end of 2012 and will be fully implemented during 2013. In addition, the RGHL Group expects to incur approximately \$40.0 million of additional costs to achieve these cost savings benefits. The estimated cost savings consist of corporate overhead reductions, cost savings resulting from consolidating duplicative manufacturing operations, and benefits of scale in procurement and logistics costs.
- (ff) Represents the estimated annual net cost savings associated with RGHL's acquisition of Graham Packaging. We expect that most actions necessary to begin realizing these estimated cost savings will have been taken by the end of 2012 and will be fully implemented during 2013. In addition, the

RGHL Group expects to incur approximately \$75.0 million of additional costs to achieve these cost savings benefits. The estimated cost savings are as follows:

	<u>(In \$ millions)</u>
Procurement savings(i) . . . . .	\$30.0
Plant operations and rationalization(ii) . . . . .	20.0
Selling, general and administration(iii) . . . . .	12.0
Freight/Logistics(iv) . . . . .	8.0
Other(v) . . . . .	<u>5.0</u>
	<u><b>\$75.0</b></u>

- (i) Represents estimated reductions in procurement costs resulting from benchmarking resin prices and other direct and indirect procurement costs, as well as the benefits of scale.
- (ii) Represents estimated cost savings from consolidating duplicative manufacturing facilities, implementing best practices to reduce inefficiencies and improve output.
- (iii) Represents estimated cost savings from combining the Graham Packaging and RGHL businesses from eliminating costs associated with being a listed public company, corporate overhead reductions and improvement in efficiencies related to IT and infrastructure spending.
- (iv) Represents estimated cost savings from negotiation of freight costs and optimizing shipping routes and reduced warehousing costs associated with sharing facilities.
- (v) Represents estimated reductions from sharing technologies and combining and implementing disciplined spending controls.

(gg) Reflects the estimated full period effect of Graham Packaging's implemented cost savings programs associated with its acquisition of the Liquid Entities.

- (4) Net cash interest expense, excluding any expense related to the original issue discount and amortization of debt issuance costs.
- (5) Total net senior secured debt represents total senior secured debt less (a) cash and cash equivalents of \$1,126.7 million after giving pro forma effect to the Transaction and the Graham Packaging Change of Control Offer and (b) cash proceeds of \$80.0 million received from the divestment of Pactiv Foodservice's laminating operations in Louisville, Kentucky which occurred in January 2012. Total senior secured debt of \$10,461.7 million represents the aggregate of (i) \$1,500.0 million of August 2011 Senior Secured Notes, (ii) \$1,000.0 million of February 2011 Senior Secured Notes, (iii) \$1,500.0 million of October 2010 Senior Secured Notes, (iv) \$1,125.0 million and €450.0 million of 2009 Notes, (v) \$4,313.4 million and €248.8 million of Senior Secured Credit Facilities, and (vi) \$77.7 million of other senior secured debt including secured overdrafts, secured local facilities, finance lease obligations and secured derivative instruments.
- (6) Total net senior guaranteed debt represents total senior guaranteed debt less (a) cash and cash equivalents of \$1,126.7 million after giving pro forma effect to the Transaction and the Graham Packaging Change of Control Offer and (b) cash proceeds of \$80.0 million received from the divestment of Pactiv Foodservice's laminating operations in Louisville, Kentucky which occurred in January 2012. Total senior guaranteed debt of \$16,861.3 million represents the aggregate of (i) total senior secured debt described in footnote (6) above, (ii) \$1,250.0 million of notes offered hereby, (iii) \$1,000.0 million of August 2011 Senior Notes, (iv) \$1,000.0 million of February 2011 Senior Notes, (v) \$1,500.0 million of October 2010 Senior Notes, (vi) \$1,000.0 million of May 2010 Notes and (vii) €480.0 million of 2007 Senior Notes.
- (7) Total net senior debt represents total senior debt less (a) cash and cash equivalents of \$1,126.7 million after giving pro forma effect to the Transaction and the Graham Packaging Change of Control Offer and (b) cash proceeds of \$80.0 million received from the divestment of Pactiv Foodservice's laminating operations in Louisville, Kentucky which occurred in January 2012. Total senior debt of

\$17,653.1 million represents the aggregate of (i) total senior guaranteed debt described in footnote (7) above and (ii) \$791.8 million of remaining Pactiv indebtedness.

- (8) Total net debt represents total debt less (a) cash and cash equivalents of \$1,126.7 million after giving pro forma effect to the Transaction and the Graham Packaging Change of Control Offer and (b) cash proceeds of \$80.0 million received from the divestment of Pactiv Foodservice's laminating operations in Louisville, Kentucky which occurred in January 2012. Total debt of \$18,245.9 million represents the aggregate of (i) total net senior debt described in footnote (8) above, (ii) €420.0 million of 2007 Senior Subordinated Notes and (iii) \$24.4 million of unsecured related party borrowings.
- (9) For purposes of calculating the pro forma ratio of earnings to fixed charges, earnings represent income before income taxes from continuing operations before adjustments for minority interests and equity from affiliates plus fixed charges and distributed income of equity investees. Fixed charges include the sum of (a) interest expensed and capitalized, (b) amortized premiums, discounts and capitalized expenses related to indebtedness, and (c) an estimate of the interest within rental expense. This ratio does not have the same definition as any similarly titled ratio with respect to the notes. For the LTM Period, the ratio coverage was less than 1.0x. For the LTM Period, the RGHL Combined Group would have needed to generate additional earnings of \$1,076.9 million to achieve a coverage ratio of 1.0x.

## GLOSSARY OF SELECTED TERMS

Unless otherwise indicated or the context otherwise requires:

“*Evergreen Transaction*” refers to the Evergreen Acquisition and the financing arrangements related to such acquisition, as described in the RGHL Group’s annual report for the year ended December 31, 2010.

“*Graham Packaging Change of Control Offer*” refers to the change of control offer made by Graham Packaging with respect to the Graham Packaging 2017 Notes and Graham Packaging 2018 Notes, pursuant to which \$239.8 million aggregate principal amount of Graham Packaging 2017 Notes and \$230.6 million aggregate principal amount of Graham Packaging 2018 Notes tendered their notes, and the tendered notes were purchased on October 20, 2011.

“*Graham Packaging Transaction*” refers to the Graham Packaging Acquisition, the financing arrangements related to such acquisition and the other related transactions, including the Change of Control Offer, as described in the RGHL Group’s quarterly report for the three months ended September 30, 2011.

“*LTM Period*” refers to the 12 month period ended September 30, 2011.

“*Refinancing Transactions*” refers to the issuance of the February 2011 Notes and entry into and borrowing under an amended and restated credit agreement on February 9, 2011, in each case, including the application of the proceeds thereunder, as described in RGHL Group’s annual report for the year ended December 31, 2010.

“*Pactiv Transaction*” refers to the Pactiv Acquisition and the financing arrangements related to such acquisition, as described in the RGHL Group’s annual report for the year ended December 31, 2010.

“*RGHL Combined Group*” refers to RGHL and its consolidated subsidiaries, including Graham Packaging, Dopaco and Pactiv, as a combined company, following the consummation of the Transaction, the Graham Packaging Transaction, the Dopaco Acquisition, the Pactiv Transaction, the Refinancing Transactions and the financing portion of the Evergreen Transaction.

“*Transaction*” refers to (i) the offering of \$1,250,000,000 aggregate principal amount of 9.875% Senior Notes due 2019 issued by the Issuers on February 15, 2012, (ii) the application of the net proceeds from such notes offering to redeem and discharge the Graham Packaging Notes and redeem and discharge the Pactiv 2012 Notes and (iii) the payment of related fees and expenses.

Unless otherwise indicated, capitalized terms used but not defined herein shall have the meanings ascribed in the RGHL Group's quarterly report for the three months ended September 30, 2011.